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1
2 An act relating to nonprofit corporations; amending s.
3 617.01011, F.S.; renaming the "Florida Not For Profit
4 Corporation Act" as the "Florida Nonprofit Corporation
5 Act"; amending s. 617.01201, F.S.; providing
6 applicability; providing that provisions of a plan or
7 filed document may not be made dependent upon facts
8 outside the plan or filed document; requiring a
9 corporation to file articles of amendment with the
10 Department of State under certain circumstances;
11 providing that articles of amendment are deemed to be
12 authorized by the authorization of the original filed
13 document to which they relate; providing that such
14 articles of amendment may be filed by the corporation
15 without further action by the board of directors or
16 the members; defining the terms "filed document" and
17 "plan"; making technical changes; amending s.
18 617.0123, F.S.; providing that a document accepted for
19 filing may specify an effective time and a delayed
20 effective date; providing that a previous effective
21 date may be specified in the initial articles of
22 incorporation if such date is within a specified
23 timeframe; specifying when a document accepted for
24 filing is effective; providing that the date or time
25 at which a document is filed is the time and date at

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26 | the place of filing in this state; amending s.
27 | 617.0124, F.S.; revising the circumstances in which a
28 | domestic or foreign corporation may correct a document
29 | filed with the department; prohibiting articles of
30 | correction from containing a delayed effective date
31 | for the correction; authorizing a corporation to
32 | withdraw a filing delivered to the department before
33 | it takes effect by delivering a withdrawal statement
34 | to the department for filing; specifying what
35 | information must be included in a withdrawal
36 | statement; providing that the action or transaction
37 | evidenced by the original filing does not take effect
38 | upon the filing of a withdrawal statement by the
39 | department; amending s. 617.0126, F.S.; revising what
40 | a domestic or foreign corporation may do if the
41 | department refuses to file a document delivered to its
42 | office for filing; amending s. 617.0127, F.S.;
43 | requiring all courts, public offices, and official
44 | bodies to receive all certificates issued by the
45 | department as prima facie evidence of certain facts;
46 | amending s. 617.0128, F.S.; requiring the department
47 | to issue, upon request, a certificate of status for a
48 | domestic corporation or a certificate of authorization
49 | for a foreign corporation; amending s. 617.01301,
50 | F.S.; revising who must answer interrogatories

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51 directed at a corporation; making technical changes;
52 amending s. 617.01401, F.S.; defining, revising, and
53 deleting terms; amending s. 617.0141, F.S.; requiring
54 written and oral notice to be communicated in a
55 specified manner; making technical changes; creating
56 s. 617.0143, F.S.; defining terms; providing that a
57 director is not automatically prevented from being a
58 qualified director under certain circumstances;
59 amending s. 617.0202, F.S.; revising the contents of
60 the articles of incorporation; amending s. 617.0204,
61 F.S.; deleting an exception for liability for
62 preincorporation transactions; amending s. 617.0206,
63 F.S.; providing an exception when the initial bylaws
64 of a corporation must be adopted by its board of
65 directors; amending s. 617.0302, F.S.; revising the
66 corporate powers of nonprofit corporations; amending
67 s. 617.0304, F.S.; making technical changes; amending
68 s. 617.0401, F.S.; authorizing a corporation to
69 register under a name that is not otherwise
70 distinguishable on the records of the department under
71 certain circumstances; providing that the corporate
72 name as filed with the department is for public notice
73 only and does not alone create any presumption of
74 ownership of such name; providing applicability;
75 amending s. 617.0403, F.S.; authorizing a foreign

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76 corporation that has registered its name to conduct
77 its affairs in this state; making technical changes;
78 amending s. 617.0501, F.S.; specifying the duties of a
79 registered agent; deleting the definition for the term
80 "authorized entity"; authorizing a court to stay a
81 proceeding commenced by a corporation until the
82 corporation is in compliance; making technical
83 changes; amending s. 617.0502, F.S.; revising the
84 information required in a statement filed with the
85 department for a corporation requesting to change its
86 registered office or its registered agent; deleting a
87 provision that a registered agent may resign by
88 signing and delivering to the department a statement
89 of resignation; revising the statement of resignation
90 requirements; deleting the notification requirements
91 for a registered agent who changes his or her business
92 name or business address; deleting a provision that a
93 registered office or registered agent may be changed
94 on the corporation's annual report form filed with the
95 department; deleting a requirement that the department
96 collect a fee for filings; creating s. 617.05021,
97 F.S.; authorizing a registered agent to resign as
98 agent for a corporation in a specified manner under
99 certain circumstances; providing applicability;
100 providing that a registered agent is terminated upon

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101 the department filing certain documents; providing
102 that a registered agent ceases to have responsibility
103 for any matter tendered to the agent once a statement
104 of resignation takes effect; authorizing a registered
105 agent to resign from a corporation regardless of
106 whether the corporation has active status; creating s.
107 617.05022, F.S.; authorizing a registered agent
108 seeking to change the registered agent's name or
109 business address to file with the department a
110 statement of change; specifying the information to be
111 included in the statement of change; requiring a
112 registered agent to furnish notice of the statement of
113 change to the represented corporation; providing that
114 the statement of change is effective when filed by the
115 department; providing that such changes may be made by
116 the corporation with other filings by the department;
117 requiring the department to collect a fee for filings;
118 amending s. 617.0503, F.S.; deleting applicability for
119 alien business organizations; revising the testimony
120 and records required to be produced for the Department
121 of Legal Affairs by certain domestic or foreign
122 corporations; deleting definitions; making technical
123 changes; amending s. 617.0505, F.S.; prohibiting a
124 corporation from paying any dividend and making
125 distributions of any part of its net income or net

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126 earnings to its members, directors, or officers;
 127 revising exceptions; providing that a dividend or
 128 distribution by a nonprofit insurance company
 129 subsidiary is not a distribution under certain
 130 circumstances; making technical changes; amending s.
 131 617.0601, F.S.; providing that, for certain nonprofit
 132 corporations, notice to, the presence of, or the vote,
 133 consent, or other action by a board of directors
 134 satisfies a specified requirement; requiring
 135 corporation members who have no other rights except as
 136 provided in the articles of incorporation or the
 137 bylaws to have the same rights and obligations as
 138 every other member; authorizing a corporation to admit
 139 members for no consideration or for such consideration
 140 as determined by the board of directors; providing
 141 that such consideration may take any form; providing
 142 that payment of such consideration may be made as set
 143 forth in or authorized by the articles of
 144 incorporation, the bylaws, or the action of the board
 145 of directors; prohibiting a corporation from being a
 146 member of itself or exercising the rights of a member
 147 with respect to itself; providing that a corporation's
 148 purchase of its own membership interest is canceled
 149 under certain circumstances; making technical changes;
 150 creating s. 617.0603, F.S.; authorizing a corporation

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151 to pay certain compensation to and confer certain
152 benefits upon its members, directors, officers,
153 agents, and employees; authorizing a corporation to
154 make certain distributions to its members and others
155 upon dissolution or final liquidation; providing that
156 such payments, benefits, or distributions may not be
157 deemed to be a dividend or a distribution of income or
158 earnings; amending s. 617.0604, F.S.; authorizing a
159 corporation to levy dues, assessments, and fees on its
160 members to the extent authorized by the articles of
161 incorporation or bylaws; providing that such dues,
162 assessments, and fees may be imposed on members of the
163 same class in alike or different amounts or
164 proportions, and imposed on a different basis on
165 different classes of members; providing that certain
166 members may be made exempt from such dues,
167 assessments, and fees to the extent provided in the
168 articles of incorporation or bylaws; providing that
169 the amount and method of collecting such dues,
170 assessments, and fees may be fixed in the articles of
171 incorporation or bylaws, or by the board of directors
172 or its members; providing that the articles of
173 incorporation or bylaws may provide reasonable means
174 to enforce the collection of such dues, assessments,
175 and fees; prohibiting a creditor of a corporation from

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176 bringing a proceeding to reach the liability of a
177 member of the corporation unless certain conditions
178 are met; authorizing all creditors of a corporation to
179 intervene in any other creditor's proceeding brought
180 to reach and apply unpaid amounts due from the
181 corporation; authorizing all members who owe unpaid
182 amounts to the corporation to be joined in the
183 proceeding; providing that satisfaction of a debt owed
184 to a creditor by the corporation through payment of a
185 member who owes unpaid amounts to the corporation
186 satisfies the debt of the corporation to the creditor
187 and the debt of the member to the corporation to the
188 extent so paid by the member to the creditor; amending
189 s. 617.0605, F.S.; revising the process by which
190 membership interests of a corporation may be
191 transferred; amending s. 617.0606, F.S.; authorizing a
192 member to resign at any time for any reason; amending
193 s. 617.0607, F.S.; providing that a member who had a
194 membership suspended or terminated may be liable to
195 the corporation for dues, assessments, or fees for
196 obligations incurred or commitments made before the
197 expulsion, suspension, or termination; providing that
198 any such expulsion, suspension, or termination does
199 not relieve the member of any obligations or
200 commitments made before the expulsion, suspension, or

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201 termination; authorizing a corporation to levy fines
202 or penalize its members if such actions are authorized
203 in the articles of incorporation or bylaws;
204 prohibiting the levy of certain penalties until after
205 the corporation has provided notice to the member
206 concerned and has afforded the affected member an
207 opportunity to be heard on the matter; amending s.
208 617.0608, F.S.; prohibiting certain corporations from
209 purchasing the membership interests or any rights
210 arising from membership of any of their members;
211 authorizing certain other corporations to purchase the
212 membership interest of any member or any right arising
213 from membership, subject to the articles of
214 incorporation or bylaws; providing that payment for
215 such membership interest or right arising from
216 membership is not a dividend or a distribution of
217 income or earnings; providing circumstances in which a
218 corporation may purchase the membership interests of a
219 member who resigns; amending s. 617.0701, F.S.;

220 authorizing a corporation with members to hold
221 meetings for certain purposes; providing that
222 specified meetings may be held in or out of this
223 state; providing that failure to hold a required
224 annual meeting does not work a forfeiture or
225 dissolution of the corporation and does not affect the

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226 | validity of any corporate action; revising when
227 | special meetings of the members may be called;
228 | providing that a written demand for a special meeting
229 | may be revoked by a writing received by the
230 | corporation before receiving the written demands from
231 | certain members sufficient in number to require
232 | holding the special meeting; providing that any
233 | business other than that described in the meeting
234 | notice may not be conducted at the meeting;
235 | authorizing special meetings to be held in or out of
236 | this state at a place stated in or fixed in accordance
237 | with the articles of incorporation and bylaws;
238 | requiring that special meetings be held at the
239 | corporation's principal office if no such place is
240 | stated in or fixed in the articles of incorporation
241 | and bylaws or in the notice of special meeting;
242 | providing that action taken by written consent is
243 | effective when such written consent is signed by
244 | members entitled to cast the required number of votes
245 | on the action and has been delivered to the
246 | corporation; requiring that, for corporations whose
247 | nonvoting members must be given notice of proposed
248 | corporate action, proper notice be given to the
249 | nonvoting members after obtaining authorization by
250 | written consent; authorizing members to waive any

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251 required notice within a certain timeframe; requiring
252 that such waiver be in writing, signed by the member,
253 and delivered to the corporation for filing; providing
254 that a member's attendance at a meeting waives certain
255 objections; making technical changes; amending s.
256 617.0721, F.S.; providing that a member or a member's
257 attorney in fact may appoint a proxy to vote or
258 otherwise act for the member for certain duties;
259 requiring that an appointment form contain certain
260 information; specifying when an appointment of a proxy
261 is effective and valid; providing that the death or
262 incapacity of a member who appoints a proxy does not
263 affect the right of the corporation to accept the
264 proxy's authority under certain circumstances;
265 authorizing a member to revoke appointment of a proxy;
266 providing an exception; providing that a corporation
267 may reject a ballot or demand, as well as a vote,
268 consent, waiver, or proxy appointment, under certain
269 circumstances; providing that members of any class,
270 their attorneys-in-fact, and proxies may participate
271 in any meeting of members to the extent that the board
272 of directors authorizes such participation for such
273 class; limiting participation by remote communication
274 to the guidelines and procedures adopted by the board
275 of directors; providing that members, their attorneys-

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276 | in-fact, and proxies who participate by means of
277 | remote communication are deemed present in person and
278 | may vote at a meeting under certain circumstances;
279 | requiring that a vote or action taken by a member, a
280 | member's attorney in fact, or a proxy by means of
281 | remote communication be maintained by the corporation;
282 | providing that a meeting may be held solely by means
283 | of remote communication only under certain
284 | circumstances; making technical changes; creating s.
285 | 617.0741, F.S.; prohibiting directors, officers, or
286 | members from commencing a proceeding in the right of a
287 | domestic or foreign corporation unless certain
288 | circumstances exist; creating s. 617.0742, F.S.;
289 | specifying requirements for a complaint in a
290 | proceeding brought in the right of a corporation;
291 | creating s. 617.0743, F.S.; authorizing the court to
292 | stay a derivative proceeding if the corporation
293 | commences an inquiry into the allegations made in the
294 | demand or complaint; creating s. 617.0744, F.S.;
295 | authorizing the court to dismiss a derivative
296 | proceeding on motion by the corporation if a certain
297 | determination is made by specified persons; providing
298 | that the corporation has the burden of proof in all
299 | such cases in regard to certain issues; authorizing
300 | the court to appoint a panel of disinterested and

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301 independent persons to make such determination;
302 providing construction; creating s. 617.0745, F.S.;
303 providing that a derivative action may not be
304 discontinued or settled without the court's approval;
305 requiring the court to direct that notice be given to
306 certain members under certain circumstances;
307 authorizing the court to determine which party bears
308 the expense of giving such notice; creating s.
309 617.0746, F.S.; authorizing the court to take
310 specified action upon the termination of a derivative
311 proceeding; creating s. 617.0747, F.S.; providing
312 applicability; amending s. 617.0803, F.S.; revising
313 the number of persons to serve on the board of
314 directors; creating s. 617.0804, F.S.; specifying the
315 manner in which directors of membership and
316 nonmembership corporations are elected; creating s.
317 617.0805, F.S.; providing that the articles of
318 incorporation or bylaws may specify the terms of
319 directors; providing that if a term is not specified
320 in the articles of incorporation or bylaws, the term
321 of a director is 1 year; providing that a decrease in
322 the number of directors does not affect an incumbent
323 director's term; providing that the term of a director
324 elected to fill a vacancy expires at the end of the
325 term the director is filling; providing that a

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326 | director continues to serve after his or her term
327 | expires until the director's successor takes office;
328 | amending s. 617.0808, F.S.; providing that a director
329 | may be removed under certain circumstances; amending
330 | s. 617.0809, F.S.; revising the manner in which a
331 | vacancy on the board of directors is filled; deleting
332 | a requirement that the term of a director elected or
333 | appointed to fill a vacancy expires at the next annual
334 | meeting to elect directors; deleting a provision
335 | authorizing a vacancy caused by an increase in the
336 | number of directors to be filled by the board of
337 | directors in a specified manner; creating s.
338 | 617.08091, F.S.; authorizing the court to remove a
339 | director from office in a proceeding commenced by or
340 | in the right of the corporation if the court makes
341 | certain findings; limiting the persons who may bring
342 | such an action; requiring that an action by a member
343 | be brought only if the member or members collectively
344 | bringing action have a specified voting power;
345 | authorizing the court to bar the director from being
346 | reelected, redesignated, or reappointed for a period
347 | prescribed by the court; providing construction;
348 | amending s. 617.0820, F.S.; revising the criteria for
349 | when meetings of the board of directors may be called;
350 | authorizing that regular meetings of the board of

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351 directors may be held without notice of date, time,
352 place, or purpose; requiring that special meetings of
353 the board of directors be preceded by a certain amount
354 of notice of the date, time, and place of the meeting;
355 amending s. 617.0821, F.S.; requiring that actions
356 taken without a meeting be delivered to the
357 corporation; revising when certain action taken is
358 effective; providing that a director's consent may be
359 withdrawn by a revocation signed by the director and
360 delivered to the corporation before delivery to the
361 corporation of certain unrevoked written consents;
362 amending s. 617.0823, F.S.; revising the list of what
363 a director waives when he or she signs a waiver of
364 notice and attends a meeting of the board of
365 directors; amending s. 617.0830, F.S.; specifying the
366 standards of conduct a member of the board of
367 directors or a board committee must conform to in
368 discharging his or her duties; authorizing members to
369 rely on certain persons in discharging their duties;
370 providing that a director is not a trustee in certain
371 respects; amending s. 617.0832, F.S.; defining terms;
372 providing that if a director's conflict of interest
373 transaction is fair to the corporation at the time
374 that transaction is authorized, approved, effectuated,
375 or ratified, the transaction is not void or voidable,

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376 | and is not grounds for relief, damages, or other
 377 | sanctions; providing that the person challenging the
 378 | validity of such transaction or seeking relief has the
 379 | burden of proving certain facts; specifying the burden
 380 | of proof for the person defending or asserting the
 381 | validity of the director's conflict of interest;
 382 | providing that the presence of or a vote cast by a
 383 | director with an interest in a transaction does not
 384 | affect the validity of the action if the transaction
 385 | is otherwise authorized, approved, or ratified by the
 386 | board of directors; authorizing a party challenging
 387 | the validity of the transaction to assert and prove
 388 | that a director or member was not disinterested on
 389 | certain grounds for the purpose of voting on,
 390 | consenting to, or approving the transaction; requiring
 391 | that an action to satisfy certain authorization
 392 | requirements be taken by the board of directors or a
 393 | committee in order to authorize the transaction under
 394 | certain circumstances; requiring that action be taken
 395 | to satisfy certain requirements by the members or a
 396 | committee in order to authorize the transaction under
 397 | certain circumstances; reordering and amending s.
 398 | 617.0834, F.S.; revising immunity and liability of
 399 | certain persons; specifying when such persons are
 400 | deemed not to have derived an improper personal

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401 benefit from any transaction under certain
402 circumstances; revising the definition of the term
403 "recklessness"; providing construction; amending s.
404 617.0835, F.S.; revising applicability; creating s.
405 617.0844, F.S.; providing the standards of conduct an
406 officer must conform to in discharging his or her
407 duties; authorizing officers to rely on certain
408 persons in discharging their duties; specifying the
409 duties of an officer; providing that an officer is not
410 a trustee with respect to the corporation or any
411 property held or administered by the corporation in
412 trust; amending s. 617.1001, F.S.; revising the
413 authority of the corporation to amend its articles of
414 incorporation; amending s. 617.1002, F.S.; revising the
415 procedure for amending the articles of incorporation;
416 amending s. 617.1006, F.S.; requiring that an
417 amendment to the articles of incorporation be
418 delivered to the department for filing articles of
419 amendment; specifying what must be set forth in such
420 articles of amendment; amending s. 617.1101, F.S.;
421 revising the plan of merger for certain entities;
422 specifying what a plan of merger must include;
423 providing that terms of a plan of merger may be made
424 dependent upon facts objectively ascertainable outside
425 the plan; authorizing amendments to a plan of merger

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426 with the consent of each party to the merger, except
 427 as provided in the plan; authorizing a domestic party
 428 to a merger to approve an amendment to a plan in a
 429 certain manner; amending s. 617.1102, F.S.; revising
 430 the limitations on merger for certain corporations
 431 that hold property for a charitable purpose; amending
 432 s. 617.1103, F.S.; specifying the manner in which a
 433 plan of merger must be adopted for a domestic
 434 corporation whose members are entitled to vote on the
 435 merger; authorizing the adoption of a plan of merger
 436 at the meeting of the board of directors for certain
 437 domestic corporations; providing that a plan of merger
 438 may be abandoned after the plan has been approved but
 439 before the articles of merger are effective; providing
 440 that the plan may be abandoned by the board of
 441 directors in the same manner as the plan of merger was
 442 approved by a domestic corporation or a merging
 443 domestic eligible entity; requiring that a statement
 444 of abandonment signed by all parties that signed the
 445 articles of merger be delivered to the department if
 446 the merger is abandoned after articles of merger were
 447 delivered to the department for filing but before the
 448 articles of merger become effective; specifying what
 449 must be in a statement of abandonment; creating s.
 450 617.1104, F.S.; authorizing a domestic or foreign

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451 parent eligible entity that holds membership in a
452 domestic corporation and that carries a specified
453 percentage of voting power of the domestic corporation
454 to merge the subsidiary into itself or into another
455 specified domestic or foreign eligible entity or to
456 merge itself into the subsidiary; providing that such
457 mergers do not require approval of the board of
458 directors or members of the subsidiary unless
459 required; providing that articles of merger do not
460 need to be signed by the subsidiary entity; requiring
461 the parent eligible entity to notify subsidiary
462 members within a specified timeframe; providing
463 construction; amending s. 617.1105, F.S.; requiring
464 that the articles of merger be signed by each party to
465 the merger if the merger has been approved; providing
466 an exception; specifying what must be included in the
467 articles of merger; requiring that the articles of
468 merger be delivered to the department for filing;
469 specifying when a merger becomes effective;
470 authorizing the filing of articles of merger in a
471 specified manner under certain circumstances; amending
472 s. 617.1106, F.S.; revising the effects of a merger
473 once such merger becomes effective; providing that a
474 merger does not give rise to any rights that any
475 interest holder or third party would have upon a

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476 dissolution, liquidation, or winding up of that party;
 477 providing that a party to a merger is not required to
 478 wind up its affairs and cause its dissolution or
 479 termination; prohibiting certain property held in
 480 trust or otherwise used for charitable purposes from
 481 being diverted from such purposes except as provided
 482 by law; providing that any bequest, devise, gift,
 483 grant, or promise contained in certain instruments
 484 inures to the survivor of the merger; providing that a
 485 trust obligation that would govern property if the
 486 property is directed to be transferred to the
 487 nonsurviving party is transferred to the surviving
 488 party of a merger; amending s. 617.1107, F.S.;
 489 deleting provisions related to mergers of foreign
 490 corporations and domestic corporations under certain
 491 circumstances; requiring a foreign eligible entity
 492 that survives a merger to comply with ch. 617, F.S.;
 493 deleting a provision to allow abandonment of merger
 494 under certain circumstances; amending s. 617.1202,
 495 F.S.; revising the manner in which a corporation may
 496 sell, lease, exchange, or otherwise dispose of all, or
 497 substantially all, of its property; specifying the
 498 manner in which a board of directors proposes and its
 499 members approve the proposed transaction; authorizing
 500 the corporation to abandon such disposition of

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501 property without action by the members; providing
502 exceptions; providing construction; reenacting and
503 amending s. 617.1401, F.S.; revising what must be set
504 forth in articles of dissolution; amending s.
505 617.1402, F.S.; making technical changes; amending s.
506 617.1403, F.S.; defining the term "dissolved
507 corporation"; reenacting and amending s. 617.1405,
508 F.S.; authorizing the circuit court to appoint a
509 trustee, custodian, receiver, or provisional director
510 for any property owned or acquired by the corporation
511 to conduct its affairs for winding up and liquidating
512 its affairs if any director or officer of the
513 dissolved corporation is unwilling or unable to serve
514 or cannot be located; prohibiting certain property
515 held in trust from being diverted from its trust or
516 charitable purpose unless done so under certain
517 circumstances; amending s. 617.1406, F.S.; deleting
518 obsolete language; making technical changes; amending
519 s. 617.1407, F.S.; revising the notice requirements
520 that a dissolved corporation or successor entity must
521 file with the department; revising the claimants who
522 may bring a claim against a dissolved corporation or
523 successor entity; providing conditions under which
524 certain claims are barred; amending s. 617.1408, F.S.;
525 authorizing that a dissolved corporation or successor

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526 | entity may dispose of known claims against it by
527 | giving written notice to its known claimants of the
528 | dissolution within a specified timeframe after a
529 | specified timeframe; specifying what must be in such
530 | written notice; authorizing that a dissolved
531 | corporation or successor entity may reject a claim
532 | submitted by a claimant and received before the
533 | specified timeframe by mailing notice of the rejection
534 | to the claimant within a specified timeframe;
535 | specifying what must be included in such notice;
536 | providing that a claim against a dissolved corporation
537 | is barred under certain circumstances; defining the
538 | term "known claim"; providing that such notice does
539 | not revive any claim then barred or acknowledge that
540 | any person to whom such notice is sent is a proper
541 | claimant and does not operate as a waiver of any
542 | defenses or counterclaims; creating s. 617.1409, F.S.;
543 | authorizing a dissolved corporation to file with the
544 | circuit court for a determination of the amount and
545 | form of security to be provided for payment of unknown
546 | claims; specifying certain notice requirements of such
547 | proceeding; authorizing the court to appoint a
548 | guardian ad litem for a specified purpose; requiring
549 | the dissolved corporation to pay the reasonable fees
550 | and expenses of the guardian ad litem; providing that

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551 provisions by the dissolved corporation for security
552 ordered by the court satisfies the dissolved
553 corporation's obligations with respect to certain
554 claims; creating s. 617.14091, F.S.; providing that
555 directors of certain dissolved corporations are not
556 personally liable to its claimants; authorizing
557 certain claims from being enforced against the
558 dissolved corporation's undistributed assets and a
559 member of the dissolved corporation on a pro rata
560 share of the claim or the corporate assets distributed
561 to such member, whichever is less; providing
562 construction; amending s. 617.1420, F.S.; requiring
563 the department to serve notice in a record to the
564 corporation of its intent to administratively dissolve
565 a corporation under certain circumstances; specifying
566 the manner in which the department may issue the
567 notice; requiring the department to administratively
568 dissolve a corporation that does not respond to such
569 notice within a specified timeframe; requiring the
570 department to issue a notice in a record of
571 administrative dissolution that states the grounds for
572 the administrative dissolution; authorizing the
573 department to issue such notice in a specified manner;
574 reenacting and amending s. 617.1421, F.S.; making
575 technical changes; amending s. 617.1430, F.S.;

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576 revising when a circuit court may dissolve a
577 corporation or order other remedies; amending s.
578 617.1431, F.S.; revising the venue for judicial
579 dissolution proceedings; providing that directors need
580 not be made parties to a proceeding to dissolve a
581 corporation unless relief is sought against them
582 individually; authorizing a court to award reasonable
583 attorney fees and costs to the other parties to the
584 proceedings if the court makes certain findings;
585 deleting obsolete language; amending s. 617.1432,
586 F.S.; prohibiting a court from appointing a custodian
587 or receiver brought in certain proceedings if its
588 members, directors, or authorized persons have
589 provided for the appointment of a provisional director
590 or other means for the resolution of a deadlock;
591 authorizing the court to enforce the remedy so
592 provided by the provisional director; revising who the
593 court may appoint to act as receiver or custodian of
594 the corporation; revising the duties of the receiver
595 redesignated as custodian by the court; authorizing
596 the court to amend the order designating the receiver
597 as custodian and custodian as receiver; making
598 technical changes; amending s. 617.1433, F.S.;
599 conforming provisions to changes made by the act;
600 making technical changes; creating s. 617.1434, F.S.;

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601 authorizing the court to order certain actions be
602 taken as an alternative to directing the dissolution
603 of the corporation; creating s. 617.1435, F.S.;
604 authorizing the court to appoint a provisional
605 director for a certain proceeding if it appears such
606 appointment will remedy the grounds alleged by the
607 complaining members or directors; providing that a
608 provisional director may be appointed without a
609 vacancy on the board of directors; providing that a
610 provisional director has all the rights and powers of
611 a duly elected director, until removed; specifying the
612 criteria for a provisional director; requiring a
613 provisional director to report to the court concerning
614 certain matters; providing that a provisional director
615 is not liable for actions taken or decisions made;
616 providing exceptions; requiring the provisional
617 director to submit recommendations to the court if
618 directed; authorizing any officer or director to
619 petition the court for certain instructions; requiring
620 the court to compensate and reimburse the provisional
621 director; amending s. 617.1440, F.S.; providing an
622 exception to the assets that must be deposited with
623 the Department of Financial Services for safekeeping;
624 making technical changes; creating s. 617.15015, F.S.;
625 providing the governing law for a foreign corporation

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626 for certain affairs and interests of the foreign
627 corporation; prohibiting a foreign corporation from
628 being denied a certificate of authority for a
629 specified reason; providing that a certificate of
630 authority does not authorize a foreign corporation to
631 engage in any business or exercise any prohibited
632 power; amending s. 617.1502, F.S.; making technical
633 changes; providing that any member, officer, or
634 director of a foreign corporation is not liable for
635 the debts, obligations, or other liabilities of the
636 foreign corporation under certain circumstances;
637 providing applicability; requiring a foreign
638 corporation that transacts business in this state
639 without a certificate of authority to appoint the
640 Secretary of State as its agent for service of
641 process; amending s. 617.1503, F.S.; conforming a
642 provision to changes made by the act; amending s.
643 617.1504, F.S.; revising the requirements for a
644 foreign corporation to amend its certificate of
645 authority; revising applicability; authorizing a
646 foreign corporation to amend its certificate of
647 authority to add, remove, or change certain
648 information; amending s. 617.1505, F.S.; deleting a
649 prohibition of the state to regulate the organization
650 or internal affairs of a foreign corporation; making a

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651 technical change; amending s. 617.1506, F.S.; revising
652 the requirements for a foreign corporation whose name
653 is noncompliant to use an alternate name; authorizing
654 the foreign corporation to use its name if it becomes
655 available; providing construction; authorizing a
656 foreign corporation to transact business in this state
657 under the alternate name; providing an exception;
658 prohibiting a foreign corporation with a noncompliant
659 name from transacting business in this state until
660 such corporation obtains an amended certificate of
661 authority; authorizing a foreign corporation to
662 register under a name not otherwise distinguishable on
663 the records of another registered entity under certain
664 circumstances; amending s. 617.1507, F.S.; requiring
665 certain registered agents file a statement with the
666 department with certain information; providing the
667 duties of a registered agent; deleting the definition
668 of the term "authorized entity"; requiring the
669 department to maintain an accurate record of the
670 registered agent and registered offices; requiring the
671 department to furnish any information for a fee;
672 prohibiting a foreign corporation from prosecuting or
673 maintaining any action in a court in this state until
674 it complies with certain requirements; authorizing a
675 court to stay a proceeding commenced by a foreign

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676 corporation until such compliance; amending s.
 677 617.1508, F.S.; specifying what must be in a statement
 678 of change; providing that a statement of change is
 679 effective when filed with the department; providing a
 680 statement of change may also be filed on the foreign
 681 corporation's annual report in an application for
 682 reinstatement; making technical changes; amending s.
 683 617.1509, F.S.; requiring the registered agent of a
 684 foreign corporation to mail a copy of his or her
 685 statement of resignation to the foreign corporation
 686 after filing it with the department; providing when a
 687 registered agent is terminated; providing that a
 688 registered agent ceases to have responsibility for any
 689 matters for the foreign corporation when a statement
 690 of resignation takes effect; providing that
 691 resignation does not affect contractual rights between
 692 the foreign corporation and the registered agent;
 693 authorizing a registered agent to resign from a
 694 foreign corporation regardless if it has active
 695 status; creating s. 617.15091, F.S.; providing the
 696 permissible means of delivery of certain
 697 communications; providing when notice to the
 698 department is effective; providing an exception;
 699 amending s. 617.1520, F.S.; requiring a foreign
 700 corporation who wishes to cancel its certificate of

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701 authority to deliver to the department a notice of
702 withdrawal of certificate of authority; providing when
703 the certificate is effective; requiring such
704 certificate be signed by an officer or a director and
705 state certain information; providing that service of
706 process for a foreign corporation whose withdrawal is
707 effective is on the Secretary of State; creating s.
708 617.1521, F.S.; providing that a foreign corporation
709 that converts to a domestic corporation or another
710 domestic eligible entity is deemed to have withdrawn
711 its certificate of authority on the effective date of
712 the conversion; creating s. 617.1522, F.S.; requiring
713 certain entities no longer authorized to conduct
714 affairs in this state to deliver a notice of
715 withdrawal of certificate of authority to the
716 department for filing; specifying service of process
717 for such entities; creating s. 617.1523, F.S.;

718 authorizing the Department of Legal Affairs to
719 maintain an action to enjoin a foreign corporation
720 from illegally conducting affairs in this state;
721 amending s. 617.1530, F.S.; authorizing the department
722 to revoke a foreign corporation's certificate of
723 authority to transact business under certain
724 circumstances; requiring revocation of a foreign
725 corporation's certificate of authority to be done on a

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726 | specified date; requiring the department to issue
727 | notice to revoke the foreign corporation's certificate
728 | of authority and authority to transact business;
729 | authorizing the department to issue notice stating the
730 | grounds of such revocations by electronic transmission
731 | if the foreign corporation provided an e-mail address;
732 | providing that revocation of a foreign corporation's
733 | certificate of authority does not terminate the
734 | authority of the registered agent; creating s.
735 | 617.15315, F.S.; authorizing a foreign corporation
736 | whose certificate of authority has been revoked to
737 | apply to the department for reinstatement at any time
738 | after the effective date of revocation; requiring the
739 | foreign corporation to submit all fees and penalties
740 | owed with its application for reinstatement;
741 | specifying what must be included in the application
742 | for reinstatement; authorizing a foreign corporation
743 | to be reinstated if it pays all fees and penalties and
744 | files its current annual report; requiring the
745 | registered agent and an officer or director to sign
746 | the annual report; requiring the department to
747 | reinstate the foreign corporation if all conditions
748 | are met; providing that a reinstatement relates back
749 | to the effective date of the revocation of authority;
750 | prohibiting another entity from using the name of the

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751 foreign corporation whose certificate of authority has
752 been revoked until after a specified timeframe;
753 requiring the department to require a foreign
754 corporation seeking reinstatement whose name has been
755 lawfully assumed by another eligible entity to comply
756 with choosing a new name before accepting its
757 application for reinstatement; amending s. 617.1532,
758 F.S.; requiring the department to serve a foreign
759 corporation with written notice explaining the reasons
760 for denial of its application for reinstatement;
761 authorizing a foreign corporation to appeal the
762 department's denial in a specified manner; specifying
763 how service is effectuated on the department;
764 authorizing the Circuit Court of Leon County to take
765 certain actions; providing that the circuit court's
766 final decision may be appealed; amending s. 617.1601,
767 F.S.; requiring a corporation to maintain certain
768 records; requiring such records be maintained in a
769 certain manner; amending s. 617.1602, F.S.; revising
770 the records a member of a corporation may inspect and
771 copy; authorizing the corporation to impose reasonable
772 restrictions on the disclosure, use, or distribution
773 of, and reasonable obligations to maintain the
774 confidentiality of, certain records; providing that
775 persons who become members of a corporation after a

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776 specified timeframe and who are entitled to vote at a
777 meeting are entitled to certain information; providing
778 an exception; prohibiting the abolishment or
779 limitation of the right of inspection by a
780 corporation's articles of incorporation or bylaws;
781 revising construction; prohibiting a member from
782 selling or distributing specific information or
783 records; providing an exception; prohibiting a person
784 from obtaining or using a membership list or any part
785 thereof for any purpose unrelated to a member's
786 interest without the consent of the board of
787 directors; revising the definition of the term
788 "member"; providing applicability; amending s.
789 617.1603, F.S.; authorizing a corporation to satisfy
790 the right of a member to inspect specific records by
791 means chosen by the corporation; providing that the
792 corporation bears the reasonable costs of converting
793 specified records; making technical changes;
794 conforming a cross-reference; amending s. 617.1604,
795 F.S.; revising the circumstances under which a
796 corporation is not liable for the costs of a member
797 inspecting and copying specified records; authorizing
798 the court to impose reasonable restrictions on the
799 confidentiality of such records; making technical
800 changes; amending s. 617.1605, F.S.; requiring a

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801 corporation to deliver or make available the latest
802 annual financial statements to a member within a
803 specified timeframe under certain circumstance;
804 requiring the corporation to notify the member within
805 a specified timeframe if the annual financial
806 statements have not been prepared for the fiscal year
807 requested; requiring the corporation to deliver to the
808 member the annual financial statements within a
809 specified timeframe; specifying how a corporation may
810 deliver the specified annual financial statements;
811 authorizing the corporation to place reasonable
812 restrictions on members requesting annual financial
813 statements; authorizing a corporation to decline to
814 issue annual financial statements if the corporation
815 determines the request was not made in good faith or
816 for a proper purpose; authorizing a member who has not
817 received a response from the corporation as required
818 to seek relief from the circuit court in the
819 applicable county; requiring the circuit court to
820 expedite the matter; authorizing the circuit court to
821 impose reasonable restrictions on the annual financial
822 statements; providing that the corporation has the
823 burden of proof; requiring the court to award the
824 member's expenses under certain circumstances;
825 providing exceptions; creating s. 617.16051, F.S.;

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826 providing that a director of a corporation is entitled
827 to inspect and copy specified records of the
828 corporation at any reasonable time for a specified
829 purpose; authorizing the circuit court of the
830 applicable county to order inspection and copying of
831 such records at the corporation's expense upon
832 application of a director who has been refused such
833 inspection rights; providing exceptions; requiring the
834 court to expedite such application; authorizing a
835 court that orders access to such records to include
836 specific provisions protecting the corporation from
837 undue burden or expense and prohibiting the director
838 from using such information obtained for a specified
839 purpose; authorizing the court to order the
840 corporation to reimburse the director for the costs
841 incurred for the application; amending s. 617.1622,
842 F.S.; revising the information to be included in a
843 domestic or foreign corporation's annual report to the
844 department; providing that if the name or address of a
845 registered agent in a corporation's annual report
846 differs from the records of the department, the annual
847 report is considered a statement of change; revising
848 when the first annual report must be delivered to the
849 department; providing reporting requirements for
850 specified entities involved in certain mergers,

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851 conversions, or domestications; creating s.
852 617.180301, F.S.; providing construction; requiring a
853 domesticating corporation to enter into a plan of
854 domestication; specifying what must be included in a
855 plan of domestication; authorizing the terms of a plan
856 of domestication to be made dependent upon facts
857 objectively ascertainable outside the plan; providing
858 applicability; creating s. 617.18031, F.S.; providing
859 the manner in which a domestication of a domestic
860 corporation into a foreign jurisdiction must be
861 adopted; creating s. 617.18032, F.S.; providing that
862 articles of domestication must be signed by the
863 domesticating corporation after certain circumstances;
864 specifying information to be included in the articles
865 of domestication; requiring that certain information
866 be included in the articles of domestication for a
867 domesticated corporation that is seeking to become a
868 domestic corporation; requiring that articles of
869 domestication be filed with the department and take
870 effect within certain timeframes; specifying when the
871 domestications of domestic and foreign corporations
872 are effective; providing that a domesticating foreign
873 corporation's certificate of authority is
874 automatically canceled when domestication becomes
875 effective; authorizing the filing of a certified copy

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876 | of the articles of domestication in any county in this
877 | state in which the domesticating corporation holds an
878 | interest in real property; creating s. 617.18033,
879 | F.S.; authorizing the amending of a plan of
880 | domestication of a domestic corporation in certain
881 | manners; authorizing the abandoning of a plan of
882 | domestication under certain circumstances in the same
883 | manner that the plan was approved or determined by the
884 | board of directors; requiring a domesticating
885 | corporation seeking to abandon domestication to send
886 | to the department a statement of abandonment before
887 | the articles of domestication become effective;
888 | specifying the information the statement of
889 | abandonment must include; creating s. 617.18034, F.S.;
890 | specifying effects of domestication with respect to
891 | rights, responsibilities, and liabilities; providing
892 | that a domestication does not constitute or cause the
893 | dissolution of the domesticating corporation;
894 | prohibiting the diversion for any other purpose of
895 | certain property held in trust or otherwise dedicated
896 | to a charitable purpose and held by a domestic of
897 | foreign corporation immediately before a domestication
898 | becomes effective; providing that any bequest, devise,
899 | gift, grant, or promise in certain instruments inures
900 | to the domesticated corporation; providing that a

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901 trust obligation that would govern property if the
902 property is transferred to the domesticating
903 corporation applies to property that is transferred to
904 the domesticated corporation after domestication takes
905 effect; creating s. 617.1804, F.S.; specifying what
906 certain domestic and foreign entities may convert to
907 under certain circumstances; specifying applicability
908 of certain provisions in certain protected agreements
909 of a domestic converting corporation; creating s.
910 617.18041, F.S.; prohibiting a domestic corporation
911 that holds property for a charitable purpose from
912 becoming a domestic eligible entity or a foreign
913 eligible entity; providing an exception; creating s.
914 617.18042, F.S.; authorizing a domestic corporation to
915 convert to a domestic or foreign eligible entity by
916 approving a plan of conversion; specifying the
917 information to be included in the plan of conversion;
918 providing that the terms of a plan of conversion may
919 be made dependent upon facts objectively ascertainable
920 outside the plan; creating s. 617.18043, F.S.;

921 providing for the adoption of a plan of conversion for
922 a domestic corporation converting to a domestic or
923 foreign eligible entity other than a domestic
924 corporation; creating s. 617.18044, F.S.; requiring
925 specified entities that have had plans of conversion

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926 adopted and approved to sign articles of conversion;
927 specifying the information to be included in such
928 articles of conversion; requiring a converted domestic
929 corporation to satisfy the requirements of filing its
930 articles of incorporation; providing an exception;
931 requiring that certain domestic eligible entities'
932 organic records, if any, satisfy certain requirements;
933 providing an exception; requiring that articles of
934 conversion be delivered to the department for filing
935 and take effect on a specified date; specifying when
936 certain entities' conversions become effective;
937 authorizing the filing of articles of conversion in
938 combination with any filing required for certain
939 entities; providing that an eligible entity that is a
940 foreign eligible entity's foreign qualification
941 cancels automatically on the effective date of its
942 conversion; authorizing the filing of a certified copy
943 of the articles of conversion in the official records
944 of any county in this state in which the converting
945 eligible entity holds an interest in real property;
946 creating s. 617.18045, F.S.; authorizing the amending
947 of a plan of conversion of a converting eligible
948 entity that is a domestic corporation under certain
949 circumstances; authorizing such converting eligible
950 entity to abandon the plan of conversion without

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951 action by its interest holders under certain
952 circumstances; requiring a converting eligible entity
953 to sign and deliver to the department for filing a
954 statement of abandonment if the conversion is
955 abandoned after the articles of conversion have been
956 delivered to the department but before the articles of
957 conversion become effective; specifying when the
958 statement of abandonment takes effect; specifying the
959 information a statement of abandonment must contain;
960 creating s. 617.18046, F.S.; specifying the effect of
961 a conversion of an eligible entity; providing that
962 certain interest holders of certain eligible entities
963 who become subject to interest holder liability as a
964 result of the conversion have such interest holder
965 liability only in respect of interest holder
966 liabilities that arise after the conversion becomes
967 effective; providing that a conversion does not
968 require the converting eligible entity to wind up its
969 affairs or cause the dissolution or termination of the
970 entity; prohibiting certain property held for
971 charitable purposes immediately before conversion of
972 specified entities from being diverted from the
973 purposes for which such property was given; providing
974 exceptions; providing that any bequest, devise, gift,
975 grant, or promise contained in certain instruments

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976 | made to a converting eligible entity takes effect or
 977 | remains payable after the conversion inures to the
 978 | converted eligible entity; providing for applicability
 979 | of certain trust obligations under certain
 980 | circumstances; amending s. 617.2005, F.S.; revising
 981 | the manner in which a court may dissolve an extinct
 982 | church or religious society; amending s. 617.2006,
 983 | F.S.; deleting certain provisions relating to a labor
 984 | union or body filing its articles of incorporation in
 985 | the applicable circuit court; amending ss. 39.8298,
 986 | 381.00316, 605.1025, 617.0102, 617.0121, 617.0122,
 987 | 617.0125, 617.02011, 617.0203, 617.0205, 617.0301,
 988 | 617.0504, 617.0806, 617.0824, 617.0825, 617.0831,
 989 | 617.0901, 617.1008, 617.1009, 617.1404, 617.1422,
 990 | 617.1423, 617.1501, 617.1510, 617.1606, 617.1623,
 991 | 617.1701, 617.1702, 617.1703, 617.1711, 617.1808,
 992 | 617.1809, 617.1904, 617.1907, 617.1908, 617.2001,
 993 | 617.2002, 617.2003, 617.2007, 617.2101, 617.221,
 994 | 620.2108, 620.8918, 628.910, 768.38, and 893.055,
 995 | F.S.; conforming provisions to changes made by the
 996 | act; conforming cross-references; making technical
 997 | changes; repealing ss. 617.07401, 617.0822, 617.1108,
 998 | 617.1301, 617.1302, 617.1531, 617.1533, 617.1803,
 999 | 617.1805, 617.1806, 617.1807, and 617.2102, F.S.,
 1000 | relating to members' derivative actions; notice of

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1001 meetings; merger of domestic corporation and other
 1002 eligible entities; prohibited distributions;
 1003 authorized distributions; procedure for and effect of
 1004 revocation; reinstatement following revocation;
 1005 domestication of foreign not-for-profit corporations;
 1006 corporations for profit and when they may become
 1007 corporations not for profit; conversion to corporation
 1008 not for profit, petition, and contents; conversion to
 1009 corporation not for profit and authority of circuit
 1010 judge; and fines and penalties against members,
 1011 respectively; reenacting s. 617.1007(3), F.S.,
 1012 relating to restated articles of incorporation, to
 1013 incorporate the amendments to ss. 617.01201 and
 1014 617.1006, F.S., in references thereto; reenacting s.
 1015 295.21(5)(a), F.S., relating to Florida Is For
 1016 Veterans, Inc., to incorporate the amendment made to
 1017 s. 617.0302, F.S., in a reference thereto; reenacting
 1018 ss. 409.987(4)(b), 718.1265(1), 719.128(1), and
 1019 720.316(1), F.S., relating to lead agency procurement,
 1020 boards, and conflicts of interest; association
 1021 emergency powers; association emergency powers; and
 1022 association emergency powers, respectively, to
 1023 incorporate the amendment made to s. 617.0830, F.S.,
 1024 in references thereto; reenacting s. 718.3027(2) and
 1025 (5), F.S., relating to conflicts of interest, to

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1026 incorporate the amendment made to s. 617.0832, F.S.,
 1027 in references thereto; reenacting s. 720.3033(2) (a)
 1028 and (b) and (3), F.S., relating to officers and
 1029 directors, respectively, to incorporate the amendments
 1030 made to ss. 617.0832 and 617.0834, F.S., in references
 1031 thereto; reenacting s 721.13(13) (a), F.S., relating to
 1032 management, to incorporate the amendment made to s.
 1033 617.0834, F.S., in a reference thereto; reenacting s.
 1034 718.111(1) (d), F.S., relating to the association, to
 1035 incorporate the amendments made to ss. 617.0830 and
 1036 617.0834, F.S., in references thereto; providing an
 1037 effective date.

1038
 1039 Be It Enacted by the Legislature of the State of Florida:

1040
 1041 Section 1. Section 617.01011, Florida Statutes, is amended
 1042 to read:

1043 617.01011 Short title.—This chapter ~~act~~ may be cited as
 1044 the "Florida Nonprofit ~~Not For Profit~~ Corporation Act."

1045 Section 2. Subsections (1), (2), (3), (7), and (8) of
 1046 section 617.01201, Florida Statutes, are amended, subsection
 1047 (10) is added to that section, and subsection (9) of that
 1048 section is reenacted, to read:

1049 617.01201 Filing requirements.—

1050 (1) A document must satisfy the requirements of this

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1051 section and of any other section that adds to or varies these
 1052 requirements to be entitled to filing by the department ~~of~~
 1053 ~~State~~.

1054 (2) This chapter act must require or permit filing the
 1055 document in the office of the department ~~of State~~.

1056 (3) The document must contain the information required by
 1057 this chapter act. It may contain other information as well.

1058 (7) The person executing the document shall sign it and
 1059 state beneath or opposite such person's ~~his or her~~ signature
 1060 such person's ~~his or her~~ name and the capacity in which such
 1061 person ~~he or she~~ signs. The document may, but need not, contain
 1062 the corporate seal, an attestation, an acknowledgment, or a
 1063 verification.

1064 ~~(a) The corporate seal,~~

1065 ~~(b) An attestation by the secretary or an assistant~~
 1066 ~~secretary,~~

1067 ~~(c) An acknowledgment, verification, or proof.~~

1068 (8) If the department ~~of State~~ has prescribed a mandatory
 1069 form for the document under s. 617.0121, the document must be in
 1070 or on the prescribed form.

1071 (9) The document must be delivered to the department for
 1072 filing. Delivery may be made by electronic transmission if and
 1073 to the extent allowed by the department. If the document is
 1074 filed in typewritten or printed form and not transmitted
 1075 electronically, the department may require that one exact or

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1076 conformed copy be delivered with the document, except as
 1077 provided in s. 617.1508. The document must be accompanied by the
 1078 correct filing fee and any other tax or penalty required by law.

1079 (10) Whenever this chapter allows any of the terms of a
 1080 plan or a filed document to be dependent upon facts objectively
 1081 ascertainable outside the plan or filed document, the following
 1082 apply:

1083 (a) The plan or filed document must set forth the manner
 1084 in which the facts will operate upon the terms of the plan or
 1085 filed document.

1086 (b) The facts may include, but are not limited to:

1087 1. Any of the following which are available in a
 1088 nationally recognized news or information medium either in print
 1089 or electronically:

1090 a. Statistical or market indices;

1091 b. Market prices of any security or group of securities;

1092 c. Interest rates;

1093 d. Currency exchange rates; and

1094 e. Similar economic or financial data;

1095 2. A determination or action by any person or body,
 1096 including the corporation or any other party to a plan or filed
 1097 document; or

1098 3. The terms of, or actions taken under, an agreement to
 1099 which the corporation is a party, or any other agreement or
 1100 document.

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1101 (c) The following provisions of a plan or filed document
 1102 may not be made dependent upon facts outside the plan or filed
 1103 document:

1104 1. The name and address of any person required in a filed
 1105 document;

1106 2. The registered office of any entity required in a filed
 1107 document;

1108 3. The registered agent of any entity required in a filed
 1109 document;

1110 4. The effective date of a filed document; and

1111 5. Any required statement in a filed document of the date
 1112 on which the underlying transaction was approved or the manner
 1113 in which that approval was given.

1114 (d) If a provision of a filed document is made dependent
 1115 upon a fact ascertainable outside of the filed document, and
 1116 that fact is not ascertainable by reference to a source
 1117 described in subparagraph (b)1. or a document that is a matter
 1118 of public record, and the affected members have not received
 1119 notice of the fact from the corporation, the corporation must
 1120 file with the department articles of amendment to the filed
 1121 document setting forth the fact promptly after the time when the
 1122 fact referred to is first ascertainable or thereafter changes.
 1123 Articles of amendment under this section are deemed to be
 1124 authorized by the authorization of the original filed document
 1125 to which they relate and may be filed by the corporation without

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1126 further action by the board of directors or the members.
 1127 (e) As used in this subsection, the term:
 1128 1. "Filed document" means a document filed with the
 1129 department pursuant to this chapter, except for a document filed
 1130 pursuant to ss. 617.1501-617.1532.
 1131 2. "Plan" means a plan of merger, a plan of conversion, or
 1132 a plan of domestication.
 1133 Section 3. Section 617.0123, Florida Statutes, is amended
 1134 to read:
 1135 617.0123 Effective time and date of document.—
 1136 ~~(1)~~ Except as provided in subsection (1) ~~(2)~~ and in s.
 1137 617.0124(3), a document accepted for filing under this chapter
 1138 may specify an is effective at the time and a delayed effective
 1139 date. In the case of the initial articles of incorporation, a
 1140 prior effective date may be specified in the articles of
 1141 incorporation if such date is within 5 business days before the
 1142 date of filing of filing on the date it is filed, as evidenced
 1143 by the Department of State's date and time endorsement on the
 1144 original document.
 1145 (1) Subject to s. 617.0124(3), a document accepted for
 1146 filing is effective under any of the following conditions:
 1147 (a) If the record filed does not specify an effective time
 1148 and does not specify a prior or a delayed effective date, on the
 1149 date and at the time the record is accepted, as evidenced by the
 1150 department's endorsement of the date and time on the filing.

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1151 (b) If the record filed specifies an effective time, but
 1152 not a prior or delayed effective date, on the date the record is
 1153 accepted, as evidenced by the department's endorsement, and at
 1154 the time specified in the filing.

1155 (c) If the record filed specifies a delayed effective
 1156 date, but not an effective time, at 12:01 a.m. on the earlier
 1157 of:

- 1158 1. The specified date; or
- 1159 2. The 90th day after the date the record is filed.

1160 (d) If the record filed specifies a delayed effective date
 1161 and an effective time, at the specified time on the earlier of:

- 1162 1. The specified date; or
- 1163 2. The 90th day after the date the record is filed.

1164 (e) If the record filed is of initial articles of
 1165 incorporation and specifies an effective date before the date of
 1166 the filing, but no effective time, at 12:01 a.m. on the later
 1167 of:

- 1168 1. The specified date; or
- 1169 2. The 5th business day before the date the record is
 1170 filed.

1171 (f) If the record filed is of initial articles of
 1172 incorporation and specifies an effective time and an effective
 1173 date before the date of the filing, at the specified time on the
 1174 later of:

- 1175 1. The specified date; or

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1176 2. The 5th business day before the date the record is
 1177 filed.

1178 (2) If the record filed does not specify the time zone or
 1179 place at which the date or time, or both, is to be determined,
 1180 the date or time, or both, at which it becomes effective will be
 1181 those prevailing at the place of filing in this state ~~A document~~
 1182 ~~may specify a delayed effective date, and if it does the~~
 1183 ~~document shall become effective on the date specified. Unless~~
 1184 ~~otherwise permitted by this act, a delayed effective date for a~~
 1185 ~~document may not be later than the 90th day after the date on~~
 1186 ~~which it is filed.~~

1187 (3) If a document is determined by the department ~~of State~~
 1188 to be incomplete and inappropriate for filing, the department ~~of~~
 1189 ~~State~~ may return the document to the person or corporation
 1190 filing it, together with a brief written explanation of the
 1191 reason for the refusal to file, in accordance with s.
 1192 617.0125(3). If the applicant returns the document with
 1193 corrections in accordance with the rules of the department
 1194 within 60 days after it was mailed to the applicant by the
 1195 department, and if at the time of return the applicant so
 1196 requests in writing, the filing date of the document will be the
 1197 filing date that would have been applied had the original
 1198 document not been deficient, except as to persons who relied on
 1199 the record before correction and were adversely affected
 1200 thereby.

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1201 (4) Corporate existence may predate the filing date,
 1202 pursuant to s. 617.0203(1).
 1203 Section 4. Section 617.0124, Florida Statutes, is amended
 1204 to read:
 1205 617.0124 Correcting filed document; withdrawal of filed
 1206 record before effectiveness.—
 1207 (1) A domestic or foreign corporation may correct a
 1208 document filed by the department within 30 days after filing if:
 1209 (a) The document contains an inaccuracy ~~incorrect~~
 1210 ~~statement~~;
 1211 (b) The document contains false, misleading, or fraudulent
 1212 information;
 1213 (c) The document was defectively executed, attested,
 1214 sealed, verified, or acknowledged; or
 1215 (d) The electronic transmission of the document to the
 1216 department was defective.
 1217 (2) A document is corrected:
 1218 (a) By preparing articles of correction that:
 1219 1. Describe the document, including its filing date, or
 1220 attach a copy of the document to the articles of correction;
 1221 2. Specify the inaccuracy or defect ~~incorrect statement~~
 1222 ~~and the reason it is incorrect or the manner in which the~~
 1223 ~~execution was defective~~; and
 1224 3. Correct the inaccuracy or defect ~~incorrect statement or~~
 1225 ~~defective execution~~; and

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1226 (b) By delivering the executed articles of correction to
 1227 the department for filing.

1228 (3) Articles of correction are effective on the effective
 1229 date of the document they correct except as to persons relying
 1230 on the uncorrected document and who are adversely affected by
 1231 the correction. As to those persons, articles of correction are
 1232 effective when filed.

1233 (4) Articles of correction may not contain a delayed
 1234 effective date for the correction.

1235 (5) Unless otherwise provided for in s. 617.1103(3) or s.
 1236 617.1809(8), a filing delivered to the department may be
 1237 withdrawn before it takes effect by delivering a withdrawal
 1238 statement to the department for filing.

1239 (a) A withdrawal statement must:

1240 1. Be signed by each person who signed the filing being
 1241 withdrawn, except as otherwise agreed to by such persons;

1242 2. Identify the filing to be withdrawn; and

1243 3. If not signed by all persons who signed the filing
 1244 being withdrawn, state that the filing is withdrawn in
 1245 accordance with the agreement of all persons who signed the
 1246 filing.

1247 (b) Upon the filing by the department of a withdrawal
 1248 statement, the action or transaction evidenced by the original
 1249 filing does not take effect.

1250 (6) Articles of correction that are filed to correct

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1251 false, misleading, or fraudulent information are not subject to
 1252 a fee of the department if the articles of correction are
 1253 delivered to the department within 15 days after the
 1254 notification of filing sent pursuant to s. 617.0125(2).

1255 Section 5. Section 617.0126, Florida Statutes, is amended
 1256 to read:

1257 617.0126 Appeal from department's ~~Department of State's~~
 1258 refusal to file document.—If the department ~~of State~~ refuses to
 1259 file a document delivered to its office for filing, within 30
 1260 days after return of the document by the department by mail, as
 1261 evidenced by the postmark, the domestic or foreign corporation
 1262 may:

- 1263 (1) Appeal the refusal pursuant to s. 120.68; or
- 1264 (2) Petition the Circuit Court of Leon County to compel
 1265 filing of the document. ~~Appeal the refusal to the circuit court~~
 1266 ~~of the county where the corporation's principal office (or, if~~
 1267 ~~none in this state, its registered office) is or will be~~
 1268 ~~located. The appeal is commenced by petitioning the court to~~
 1269 ~~compel filing the document and by attaching to the petition~~ The
 1270 document and the department's ~~department of State's~~ explanation
 1271 of its refusal to file must be attached to the petition. ~~The~~
 1272 ~~matter shall promptly be tried de novo by the court without a~~
 1273 ~~jury.~~ The court may decide the matter in a summary proceeding,
 1274 and the court may summarily order the department ~~of State~~ to
 1275 file the document or take other action the court considers

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1276 appropriate. The court's final decision may be appealed as in
 1277 other civil proceedings.

1278 Section 6. Section 617.0127, Florida Statutes, is amended
 1279 to read:

1280 617.0127 Certificates to be received in evidence;
 1281 ~~evidentiary~~ effect of certified copy of filed document.—All
 1282 certificates issued by the department pursuant to this chapter
 1283 must be taken and received in all courts, public offices, and
 1284 official bodies as prima facie evidence of the facts stated
 1285 therein. A certificate attached to a copy of a document filed by
 1286 the department ~~of State~~, bearing the signature of the Secretary
 1287 of State, ~~(which may be in facsimile,)~~ and the seal of this
 1288 state, is conclusive evidence that the original document is on
 1289 file with the department.

1290 Section 7. Subsection (1) of section 617.0128, Florida
 1291 Statutes, is amended, and subsection (2) of that section is
 1292 reenacted, to read:

1293 617.0128 Certificate of status.—

1294 (1) ~~Anyone may apply to~~ The department, upon request,
 1295 shall issue ~~of State to furnish~~ a certificate of status for a
 1296 domestic corporation or a certificate of authorization for a
 1297 foreign corporation.

1298 (2) A certificate of status or authorization sets forth:

1299 (a) The domestic corporation's corporate name or the
 1300 foreign corporation's corporate name used in this state;

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1301 (b)1. That the domestic corporation is duly incorporated
 1302 under the law of this state and the date of its incorporation,
 1303 or

1304 2. That the foreign corporation is authorized to conduct
 1305 its affairs in this state;

1306 (c) That all fees and penalties owed to the department
 1307 have been paid, if:

1308 1. Payment is reflected in the records of the department,
 1309 and

1310 2. Nonpayment affects the existence or authorization of
 1311 the domestic or foreign corporation;

1312 (d) That its most recent annual report required by s.
 1313 617.1622 has been delivered to the department; and

1314 (e) That articles of dissolution have not been filed.

1315 Section 8. Section 617.01301, Florida Statutes, is amended
 1316 to read:

1317 617.01301 Powers of department ~~of State.~~

1318 (1) The department ~~of State~~ may propound to any
 1319 corporation subject to ~~the provisions of this chapter act~~, and
 1320 to any officer or director thereof, such interrogatories as may
 1321 be reasonably necessary and proper to enable it to ascertain
 1322 whether the corporation has complied with all applicable filing
 1323 provisions of this chapter act. Such interrogatories must be
 1324 answered within 30 days after mailing or within such additional
 1325 time as fixed by the department. Answers to interrogatories must

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1326 | be full and complete, in writing, and under oath.
 1327 | Interrogatories directed to an individual must be answered by
 1328 | that individual ~~him or her~~, and interrogatories directed to a
 1329 | corporation must be answered by an authorized officer or
 1330 | director of the corporation, by a member if there are no
 1331 | officers or directors of the corporation, or by a fiduciary if
 1332 | the corporation is in the hands of a receiver, trustee, or other
 1333 | court-appointed fiduciary ~~the president, vice president,~~
 1334 | ~~secretary, or assistant secretary.~~

1335 | (2) The department ~~of State~~ is not required to file any
 1336 | document:

1337 | (a) To which interrogatories, as propounded pursuant to
 1338 | subsection (1) relate, until the interrogatories are answered in
 1339 | full;

1340 | (b) When interrogatories or other relevant evidence
 1341 | discloses that such document is not in conformity with ~~the~~
 1342 | ~~provisions of this chapter act~~; or

1343 | (c) When the department has determined that the parties to
 1344 | such document have not paid all fees, taxes, and penalties due
 1345 | and owing this state.

1346 | (3) The department ~~of State~~ may, based upon its findings
 1347 | hereunder or ~~as provided~~ in s. 213.053(15), bring an action in
 1348 | circuit court to collect any penalties, fees, or taxes
 1349 | determined to be due and owing the state and to compel any
 1350 | filing, qualification, or registration required by law. In

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1351 connection with such proceeding the department may, without
 1352 prior approval by the court, file a lis pendens against any
 1353 property owned by the corporation and may further certify any
 1354 findings to the Department of Legal Affairs for the initiation
 1355 of any action permitted pursuant to s. 617.0503 which the
 1356 Department of Legal Affairs may deem appropriate.

1357 (4) The department has ~~of State shall have~~ the power and
 1358 authority reasonably necessary to enable it to administer this
 1359 chapter ~~act~~ efficiently, to perform the duties herein imposed
 1360 upon it, and to adopt rules pursuant to ss. 120.536(1) and
 1361 120.54 to implement this chapter ~~the provisions of this act~~
 1362 ~~conferring duties upon it.~~

1363 Section 9. Section 617.01401, Florida Statutes, is amended
 1364 to read:

1365 617.01401 Definitions.—As used in this chapter, the term:

1366 (1) "Articles of incorporation" includes original,
 1367 amended, and restated articles of incorporation, articles of
 1368 consolidation, and articles of merger, and all amendments
 1369 thereto, including documents designated by the laws of this
 1370 state as charters, and, in the case of a foreign corporation,
 1371 documents equivalent to articles of incorporation in the
 1372 jurisdiction of incorporation.

1373 (2) "Applicable county" means the county in this state in
 1374 which a corporation's principal office is located or was located
 1375 when an action is or was commenced. If the corporation has, or

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1376 at the time of such action had, no principal office in this
 1377 state, the applicable county is the county in which the
 1378 corporation has, or at the time of such action had, an office in
 1379 this state. If the corporation does not have an office in this
 1380 state, the applicable county is the county in which the
 1381 corporation's registered office is or was last located.

1382 (3) "Authorized entity" means any of the following:

1383 (a) A corporation for profit.

1384 (b) A limited liability company.

1385 (c) A limited liability partnership.

1386 (d) A limited partnership, including a limited liability
 1387 limited partnership.

1388 (4)-(2) "Board of directors" means the group of persons
 1389 vested with the management of the affairs of the corporation
 1390 irrespective of the name by which such group is designated,
 1391 including, but not limited to, managers or trustees.

1392 (5)-(3) "Bylaws" means the code or codes of rules adopted
 1393 for the regulation or management of the affairs of the
 1394 corporation irrespective of the name or names by which such
 1395 rules are designated.

1396 (6) "Charitable asset" means property that is given,
 1397 received, or held for a charitable purpose.

1398 (7) "Charitable purpose" means a purpose that:

1399 (a) Would make a corporation organized and operated
 1400 exclusively for that purpose eligible to be exempt from taxation

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1401 under s. 501(c)(3) of the Internal Revenue Code of 1986, as
 1402 amended, or

1403 (b) Is considered charitable under the law of this state
 1404 other than as set forth in the Internal Revenue Code of 1986, as
 1405 amended.

1406 (8)~~(4)~~ "Corporation" or "domestic corporation" means a
 1407 nonprofit corporation ~~not for profit~~, subject to the provisions
 1408 of this chapter, except a foreign corporation.

1409 ~~(5) "Corporation not for profit" means a corporation no~~
 1410 ~~part of the income or profit of which is distributable to its~~
 1411 ~~members, directors, or officers, except as otherwise provided~~
 1412 ~~under this chapter.~~

1413 (9)~~(6)~~ "Department" means the Florida Department of State.

1414 ~~(7) "Distribution" means the payment of a dividend or any~~
 1415 ~~part of the income or profit of a corporation to its members,~~
 1416 ~~directors, or officers.~~

1417 ~~(a) A donation or transfer of corporate assets or income~~
 1418 ~~to or from another not-for-profit corporation qualified as tax-~~
 1419 ~~exempt under s. 501(c) of the Internal Revenue Code or a~~
 1420 ~~governmental organization exempt from federal and state income~~
 1421 ~~taxes, if such corporation or governmental organization is a~~
 1422 ~~member of the corporation making such donation or transfer, is~~
 1423 ~~not a distribution for purposes of this chapter.~~

1424 ~~(b) A dividend or distribution by a not-for-profit~~
 1425 ~~insurance company subsidiary to its mutual insurance holding~~

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1426 ~~company organized under part III of chapter 628, directly or~~
 1427 ~~indirectly through one or more intermediate holding companies~~
 1428 ~~authorized under that part, is not a distribution for the~~
 1429 ~~purposes of this chapter.~~

1430 (10)-(8) "Electronic transmission" means any form of
 1431 communication, not directly involving the physical transmission
 1432 or transfer of paper, which creates a record that may be
 1433 retained, retrieved, and reviewed by a recipient and which may
 1434 be directly reproduced in a comprehensible and legible paper
 1435 form by such recipient through an automated process. Examples of
 1436 electronic transmission include, but are not limited to,
 1437 electronic mail, telegrams, facsimile, and transmissions through
 1438 the Internet ~~transmissions of images, and text that is sent via~~
 1439 ~~electronic mail between computers.~~

1440 (11) (a) "Eligible entity" means a domestic or foreign:

- 1441 1. Corporation or corporation for profit;
- 1442 2. General partnership, including a limited liability
 1443 partnership;
- 1444 3. Limited partnership, including a limited liability
 1445 limited partnership;

1446 4. Limited liability company; or

1447 5. Other unincorporated entity.

1448 (b) The term does not include:

1449 1. An individual;

1450 2. An association or relationship that is not a

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1451 partnership solely by reason of s. 620.8202(2) or a similar
 1452 provision of the law of another jurisdiction;
 1453 3. A decedent's estate; or
 1454 4. A government or a governmental subdivision, agency or
 1455 instrumentality.
 1456 (12) "Eligible interest" means:
 1457 (a) A share;
 1458 (b) A membership; or
 1459 (c) Either or both of the following rights under the
 1460 organic rules governing the entity:
 1461 1. The right to receive distributions from the entity
 1462 either in the ordinary course of business or upon liquidation.
 1463 2. The right to receive notice or vote on issues involving
 1464 its internal affairs, other than as an agent, assignee, proxy,
 1465 or person responsible for managing its business, activities, or
 1466 affairs.
 1467 (13) "Entity" includes corporations and foreign
 1468 corporations; unincorporated associations; business trusts,
 1469 estates, limited liability companies, partnerships, trusts, and
 1470 two or more persons having a joint or common economic interest;
 1471 any state, the United States, or any foreign government.
 1472 (14)-(9) "Foreign corporation" means a nonprofit
 1473 corporation ~~not for profit~~ organized under laws other than the
 1474 laws of this state.
 1475 (15)-(10) "Insolvent" means the inability of a corporation

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1476 to pay its debts as they become due in the usual course of its
 1477 affairs.

1478 (16) "Interest holder" means any of the following persons:

1479 (a) A shareholder of a corporation for profit.

1480 (b) A member of a nonprofit corporation.

1481 (c) A general partner of a general partnership.

1482 (d) A general partner of a limited partnership.

1483 (e) A limited partner of a limited partnership.

1484 (f) A member of a limited liability company.

1485 (g) A shareholder or beneficial owner of a real estate
 1486 investment trust.

1487 (h) A beneficiary or beneficial owner of a statutory
 1488 trust, business trust, or common law business trust.

1489 (i) Another direct holder of an interest.

1490 (17) "Interest holder liability" means:

1491 (a) Personal liability for a liability of an entity which
 1492 arises, except as otherwise provided in the organic rules of the
 1493 entity, when the entity incurs the liability and which is
 1494 imposed on a person:

1495 1. Solely by reason of the status of the person as an
 1496 interest holder; or

1497 2. By the organic rules of the entity which make one or
 1498 more specified interest holders or categories of interest
 1499 holders liable in their capacity as interest holders for all or
 1500 specified liabilities of the entity; or

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1501 (b) An obligation of an interest holder under the organic
 1502 rules of an entity to contribute to the entity.

1503 ~~(18)-(11)~~ "Mail" means the United States mail, facsimile
 1504 transmissions, and private mail carriers handling nationwide
 1505 mail services.

1506 ~~(19)-(12)~~ "Member" means one having membership rights in a
 1507 corporation in accordance with ~~the provisions of its articles of~~
 1508 ~~incorporation or bylaws or the provisions of this chapter.~~

1509 ~~(13) "Mutual benefit corporation" means a domestic~~
 1510 ~~corporation that is not organized primarily or exclusively for~~
 1511 ~~religious purposes; is not recognized as exempt under s.~~
 1512 ~~501(c) (3) of the Internal Revenue Code; and is not organized for~~
 1513 ~~a public or charitable purpose that is required upon its~~
 1514 ~~dissolution to distribute its assets to the United States, a~~
 1515 ~~state, a local subdivision thereof, or a person that is~~
 1516 ~~recognized as exempt under s. 501(c) (3) of the Internal Revenue~~
 1517 ~~Code. The term does not include an association organized under~~
 1518 ~~chapter 718, chapter 719, chapter 720, or chapter 721, or any~~
 1519 ~~corporation where membership in the corporation is required~~
 1520 ~~pursuant to a document recorded in county property records.~~

1521 (20) "Nonprofit corporation" means a corporation no part
 1522 of the income or profit of which is distributable to its
 1523 members, directors, or officers, except as otherwise provided
 1524 under this chapter.

1525 (21) "Organic rules" means the public organic record and

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1526 | private organic rules of an entity.

1527 | ~~(22)-(14)~~ "Person" includes an individual and entity.

1528 | (23) "Private organic rules" means the rules, regardless

1529 | of whether in a record, which govern the internal affairs of an

1530 | entity, are binding on all its interest holders, and are not

1531 | part of its public organic record, if any. If the private

1532 | organic rules are amended or restated, the term means the

1533 | private organic rules as last amended or restated. The term

1534 | includes any of the following:

1535 | (a) The bylaws of a corporation for profit.

1536 | (b) The bylaws of a nonprofit corporation.

1537 | (c) The partnership agreement of a general partnership.

1538 | (d) The partnership agreement of a limited partnership.

1539 | (e) The operating agreement, limited liability company

1540 | agreement, or similar agreement of a limited liability company.

1541 | (f) The bylaws, trust instrument, or similar rules of a

1542 | real estate investment trust.

1543 | (g) The trust instrument of a statutory trust or similar

1544 | rules of a business trust or common law business trust.

1545 | (24) "Protected agreement" means any of the following:

1546 | (a) A document evidencing indebtedness of a domestic

1547 | corporation or eligible entity and any related agreement in

1548 | effect immediately before July 1, 2026.

1549 | (b) An agreement that is binding on a domestic corporation

1550 | or eligible entity immediately before July 1, 2026.

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1551 (c) The articles of incorporation or bylaws of a domestic
 1552 corporation or the organic rules of a domestic eligible entity,
 1553 in each case in effect immediately before July 1, 2026.

1554 (d) An agreement that is binding on any of the interest
 1555 holders, directors, or other governors of a domestic corporation
 1556 or eligible entity, in their capacities as such, immediately
 1557 before July 1, 2026.

1558 (25) "Public organic record" means a record, the filing of
 1559 which by a governmental body is required to form an entity, and
 1560 an amendment to or restatement of such record. When a public
 1561 organic record has been amended or restated, the term means the
 1562 public organic record as last amended or restated. The term
 1563 includes any of the following:

1564 (a) The articles of incorporation of a corporation for
 1565 profit.

1566 (b) The articles of incorporation of a nonprofit
 1567 corporation.

1568 (c) The certificate of limited partnership of a limited
 1569 partnership.

1570 (d) The articles of organization, certificate of
 1571 organization, or certificate of formation of a limited liability
 1572 company.

1573 (e) The articles of incorporation of a general cooperative
 1574 association or a limited cooperative association.

1575 (f) The certificate of trust of a statutory trust or

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1576 similar record of a business trust.

1577 (g) The articles of incorporation of a real estate
 1578 investment trust.

1579 (26)-(15) "Successor entity" means any ~~trust, receivership,~~
 1580 ~~or other legal entity that is governed by the laws of this state~~
 1581 ~~to which the remaining assets of the and liabilities of a~~
 1582 ~~dissolved corporation are transferred, subject to its~~
 1583 ~~liabilities, for purposes of liquidation and that exists solely~~
 1584 ~~for the purposes of prosecuting and defending suits by or~~
 1585 ~~against the dissolved corporation and enabling the dissolved~~
 1586 ~~corporation to settle and close the business of the dissolved~~
 1587 ~~corporation, to dispose of and convey the property of the~~
 1588 ~~dissolved corporation, to discharge the liabilities of the~~
 1589 ~~dissolved corporation, and to distribute to the dissolved~~
 1590 ~~corporation's members any remaining assets, but not for the~~
 1591 ~~purpose of continuing the business for which the dissolved~~
 1592 ~~corporation was organized.~~

1593 (27)-(16) "Voting power" means the total number of votes
 1594 entitled to be cast for the election of directors at the time
 1595 the determination of voting power is made, excluding a vote that
 1596 is contingent upon the happening of a condition or event that
 1597 has not yet occurred. If the corporation's directors are not
 1598 elected by the members, voting power must, unless otherwise
 1599 provided in the articles of incorporation or bylaws, be on a
 1600 one-member, one-vote basis. If the members of a class are

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1601 entitled to vote as a class to elect directors, the
 1602 determination of the voting power of the class is based on the
 1603 percentage of the number of directors the class is entitled to
 1604 elect relative to the total number of authorized directors. ~~If~~
 1605 ~~the corporation's directors are not elected by the members,~~
 1606 ~~voting power shall, unless otherwise provided in the articles of~~
 1607 ~~incorporation or bylaws, be on a one-member, one-vote basis.~~

1608 Section 10. Subsections (1) through (6), (8), and (9) of
 1609 section 617.0141, Florida Statutes, are amended to read:

1610 617.0141 Notice.—

1611 (1) Notice under this chapter ~~act~~ must be in writing,
 1612 unless oral notice is:

1613 (a) Expressly authorized by the articles of incorporation
 1614 or the bylaws; and

1615 (b) Reasonable under the circumstances.

1616 (2) Written notice may be communicated by mail, electronic
 1617 mail, facsimile in person; by telephone (where oral notice is
 1618 permitted), telegraph, teletype, or other form of electronic
 1619 transmission; or by mail. When oral notice is permitted, notice
 1620 may be communicated in person, by telephone, or other electronic
 1621 transmission by means of which all persons participating can
 1622 hear each other.

1623 (3) Written notice by a domestic or foreign corporation
 1624 authorized to conduct its affairs in this state to its member,
 1625 if in a comprehensible form, is effective under any of the

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1626 following circumstances:

1627 (a) When mailed, if mailed postpaid and correctly
 1628 addressed to the member's address shown in the domestic or
 1629 foreign corporation's current record of members.~~†~~

1630 (b) When actually transmitted by facsimile
 1631 ~~telecommunication~~, if correctly directed to a telephone number
 1632 at which the member has consented to receive notice.~~†~~

1633 (c) When actually transmitted by electronic mail, if
 1634 correctly directed to an electronic mail address at which the
 1635 member has consented to receive notice.~~†~~

1636 (d) When posted on an electronic network that the member
 1637 has consented to consult, upon the later of:

- 1638 1. Such correct posting; or
- 1639 2. The giving of a separate notice to the member of the
 1640 fact of such specific posting.~~†~~~~or~~

1641 (e) When correctly transmitted to the member, if by any
 1642 other form of electronic transmission consented to by the member
 1643 to whom notice is given.

1644 (4) Consent by a member to receive notice by electronic
 1645 transmission is ~~shall be~~ revocable by the member by written
 1646 notice to the domestic or foreign corporation. Any such consent
 1647 is ~~shall be~~ deemed revoked if:

1648 (a) The domestic or foreign corporation is unable to
 1649 deliver by electronic transmission two consecutive notices given
 1650 by the domestic or foreign corporation in accordance with such

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1651 consent; and

1652 (b) Such inability becomes known to the secretary or an
 1653 assistant secretary of the domestic or foreign corporation, or
 1654 other authorized person responsible for the giving of notice.
 1655 However, the inadvertent failure to treat such inability as a
 1656 revocation does not invalidate any meeting or other action.

1657 (5) Written notice to a domestic or foreign corporation
 1658 authorized to conduct its affairs in this state may be addressed
 1659 to its registered agent at its registered office. Written notice
 1660 may also be delivered ~~or~~ to the domestic or foreign corporation
 1661 ~~or its secretary~~ at its principal office shown in its most
 1662 recent annual report or, in the case of a domestic or foreign
 1663 corporation that has not yet delivered an annual report, in a
 1664 domestic corporation's articles of incorporation or in a foreign
 1665 corporation's application for certificate of authority.

1666 (6) Except as provided in subsection (3) or elsewhere in
 1667 this chapter ~~act~~, written notice, if in a comprehensible form,
 1668 is effective at the earliest date of any of the following:

1669 (a) When received. ~~;~~

1670 (b) Five days after its deposit in the United States mail,
 1671 as evidenced by the postmark, if mailed postpaid and correctly
 1672 addressed. ~~;~~ ~~or~~

1673 (c) On the date shown on the return receipt, if sent by
 1674 registered or certified mail, return receipt requested, and the
 1675 receipt is signed by or on behalf of the addressee.

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1676 (8) An affidavit of the secretary, an assistant secretary,
 1677 the transfer agent, or other authorized agent of the domestic or
 1678 foreign corporation that the notice has been given by a form of
 1679 electronic transmission is, in the absence of fraud, prima facie
 1680 evidence of the facts stated in the notice.

1681 (9) If this chapter ~~act~~ prescribes notice requirements for
 1682 particular circumstances, those requirements govern. If articles
 1683 of incorporation or bylaws prescribe notice requirements not
 1684 less stringent than the requirements of this section or other
 1685 provisions of this chapter ~~act~~, those requirements govern.

1686 Section 11. Section 617.0143, Florida Statutes, is created
 1687 to read:

1688 617.0143 Qualified director.—

1689 (1) For purposes of this chapter, the term:

1690 (a) "Material interest" means an actual or potential
 1691 benefit or detriment, other than one which would devolve on the
 1692 corporation or the members generally, which would reasonably be
 1693 expected to impair the objectivity of the director's judgment
 1694 when participating in the action to be taken. For a corporation
 1695 that is regulated by chapter 718, chapter 719, chapter 720,
 1696 chapter 721, or chapter 723, or a corporation when membership in
 1697 such corporation is required pursuant to a document recorded in
 1698 the county property records, a "material interest" is limited to
 1699 familial, financial, professional, or employment interests.

1700 (b) "Material relationship" means a familial, financial,

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1701 professional, employment, or other relationship that would
1702 reasonably be expected to impair the objectivity of the
1703 director's judgment when participating in the action to be
1704 taken.

1705 (c) "Qualified director" is a director who, at the time
1706 action is to be taken under:

1707 1. Section 617.0744, and who does not have an interest in
1708 the outcome of the proceeding or has a material relationship
1709 with a person who has an interest in the outcome of the
1710 proceeding;

1711 2. Section 617.0832, and who is not a director as to whom
1712 the transaction is a director's conflict of interest
1713 transaction, or who has a material relationship with another
1714 director as to whom the transaction is a director's conflict of
1715 interest transaction; or

1716 3. Section 617.0831, with respect to the application of
1717 ss. 607.0850-607.0859, and who:

1718 a. Is not a party to the proceeding;

1719 b. Is not a director as to whom a transaction is a
1720 director's conflict of interest transaction, which transaction
1721 is challenged in the proceeding; and

1722 c. Does not have a material relationship with a director
1723 who is disqualified by virtue of not meeting the requirements of
1724 sub-subparagraph a. or sub-subparagraph b.

1725 (2) A director is not automatically prevented from being a

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1726 qualified director if any of the following is present:
 1727 (a) The nomination or election of the director to the
 1728 current board of directors by any director who is not a
 1729 qualified director with respect to the matter, or by any person
 1730 who has a material relationship with that director, acting alone
 1731 or participating with others.
 1732 (b) Service as a director of another corporation of which
 1733 a director who is not a qualified director with respect to the
 1734 matter, or any individual who has a material relationship with
 1735 that director is or was also a director.
 1736 (c) With respect to actions pursuant to s. 617.0744,
 1737 status as a named defendant, as a director against whom action
 1738 is demanded, or as a director who approved the conduct being
 1739 challenged.
 1740 Section 12. Subsections (1) and (2) of section 617.0202,
 1741 Florida Statutes, are amended to read:
 1742 617.0202 Articles of incorporation; content.—
 1743 (1) The articles of incorporation must set forth:
 1744 (a) A ~~corporate~~ name for the corporation that satisfies
 1745 the requirements of s. 617.0401;~~;~~
 1746 (b) The street address of the initial principal office
 1747 and, if different, the mailing address of the corporation;
 1748 (c) The purpose or purposes for which the corporation is
 1749 organized;
 1750 (d) A statement of the manner in which the directors are

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1751 to be elected or appointed. In lieu thereof, the articles of
 1752 incorporation may provide that the method of election of
 1753 directors be stated in the bylaws;

1754 (e) Any provision that lawfully limits the corporate
 1755 powers authorized under this chapter, ~~not inconsistent with this~~
 1756 ~~act or with any other law, which limits in any manner the~~
 1757 ~~corporate powers authorized under this act;~~

1758 (f) The street address of the corporation's initial
 1759 registered office and the name of its initial registered agent
 1760 at that address together with a written acceptance of
 1761 appointment as a registered agent as required by s. 617.0501;
 1762 and

1763 (g) The name and address of each incorporator.

1764 (2) The articles of incorporation may set forth:

1765 (a) The names and addresses of the individuals who are to
 1766 serve as the initial directors;

1767 (b) Any provision not inconsistent with law, regarding the
 1768 regulation of the internal affairs of the corporation,
 1769 including, without limitation, any provision with respect to the
 1770 relative rights or interests of the members as among themselves
 1771 or in the property of the corporation;

1772 (c) The manner of termination of membership in the
 1773 corporation;

1774 (d) The rights, upon termination of membership, of the
 1775 corporation, the terminated members, and the remaining members;

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1776 (e) The transferability or nontransferability of
 1777 membership to the extent consistent with s. 617.0605;

1778 (f) The distribution of assets upon dissolution or final
 1779 liquidation or, if otherwise permitted by law, upon partial
 1780 liquidation;

1781 (g) If the corporation is to have one or more classes of
 1782 members, any provision designating the class or classes of
 1783 members and stating the qualifications and rights of the members
 1784 of each class;

1785 (h) The names of any persons or the designations of any
 1786 groups of persons who are to be the initial members;

1787 (i) A provision to the effect that the corporation will be
 1788 subordinate to and subject to the authority of any head or
 1789 national association, lodge, order, beneficial association,
 1790 fraternal or beneficial society, foundation, federation, or
 1791 other corporation, society, organization, or nonprofit
 1792 association ~~not for profit~~; and

1793 (j) Any provision that under this chapter act is required
 1794 or permitted to be set forth in the bylaws. Any such provision
 1795 set forth in the articles of incorporation need not be set forth
 1796 in the bylaws.

1797 Section 13. Section 617.0204, Florida Statutes, is amended
 1798 to read:

1799 617.0204 Liability for preincorporation transactions.—All
 1800 persons purporting to act as or on behalf of a corporation,

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1801 ~~knowing having actual knowledge~~ that there was no incorporation
 1802 under this chapter act, are jointly and severally liable for all
 1803 liabilities created while so acting ~~except for any liability to~~
 1804 ~~any person who also had actual knowledge that there was no~~
 1805 ~~incorporation.~~

1806 Section 14. Section 617.0206, Florida Statutes, is amended
 1807 to read:

1808 617.0206 Bylaws.—The initial bylaws of a corporation shall
 1809 be adopted by its board of directors unless that power is
 1810 reserved to the members by the articles of incorporation. The
 1811 power to alter, amend, or repeal the bylaws or adopt new bylaws
 1812 is ~~shall be~~ vested in the board of directors unless otherwise
 1813 provided in the articles of incorporation or the bylaws. The
 1814 bylaws may contain any provision for the regulation and
 1815 management of the affairs of the corporation not inconsistent
 1816 with law or the articles of incorporation.

1817 Section 15. Subsections (1), (3), (6), (8), (12), (14),
 1818 and (16) of section 617.0302, Florida Statutes, are amended, and
 1819 a new subsection (16) is added to that section, to read:

1820 617.0302 Corporate powers.—Every nonprofit corporation ~~not~~
 1821 ~~for profit~~ organized under this chapter, unless otherwise
 1822 provided in its articles of incorporation or bylaws, shall have
 1823 power to:

1824 ~~(1) Have succession by its corporate name for the period~~
 1825 ~~set forth in its articles of incorporation.~~

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1826 (2)~~(3)~~ Adopt, use, and alter a ~~common~~ corporate seal.
 1827 However, such seal must always contain the words "corporation
 1828 not for profit" or "nonprofit corporation."
 1829 (5)~~(6)~~ Increase or decrease, ~~by a vote of its members cast~~
 1830 ~~as the bylaws may direct~~, the number of its directors, subject
 1831 to any minimum number of directors required under s. 617.0803 ~~so~~
 1832 ~~that the number shall not be less than three but may be any~~
 1833 ~~number in excess thereof.~~
 1834 (7)~~(8)~~ Conduct its affairs, carry on its operations, and
 1835 have offices and exercise the powers granted by this chapter ~~act~~
 1836 in any state, territory, district, or possession of the United
 1837 States or any foreign country.
 1838 (11)~~(12)~~ Purchase, take, receive, subscribe for, or
 1839 otherwise acquire, own, hold, vote, use, employ, sell, mortgage,
 1840 lend, pledge, or otherwise dispose of and otherwise use and deal
 1841 in and with, shares and other interests in, or obligations of,
 1842 other entities ~~domestic or foreign corporations, whether for~~
 1843 ~~profit or not for profit, associations, partnerships, or~~
 1844 individuals, or direct or indirect obligations of the United
 1845 States, or of any other government, state, territory,
 1846 governmental district, municipality, or of any instrumentality
 1847 thereof.
 1848 (13)~~(14)~~ Make donations for the public welfare or for
 1849 religious, charitable, scientific, literary, educational, or
 1850 other similar purposes.

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1851 ~~(15)-(16)~~ Merge with other corporations or other eligible
 1852 entities ~~identified in s. 607.1101, both for profit and~~
 1853 ~~nonprofit not for profit, domestic and foreign, in accordance~~
 1854 ~~with the merger provisions of this chapter if the surviving~~
 1855 ~~corporation or other surviving eligible entity is a corporation~~
 1856 ~~not for profit or other eligible entity that has been organized~~
 1857 ~~as a not-for-profit entity under a governing statute or other~~
 1858 ~~applicable law that permits such a merger.~~

1859 (16) Be a promoter, incorporator, partner, member,
 1860 associate, or manager of any corporation, joint venture, or
 1861 other entity.

1862 Section 16. Section 617.0304, Florida Statutes, is amended
 1863 to read:

1864 617.0304 Lack of power to act Ultra vires.—

1865 (1) Except as provided in subsection (2), the validity of
 1866 corporate action, including, but not limited to, any conveyance,
 1867 transfer, or encumbrance of real or personal property to or by a
 1868 corporation, may not be challenged on the ground that the
 1869 corporation lacks or lacked power to act.

1870 (2) A corporation's power to act may be challenged:

1871 (a) In a proceeding by a member against the corporation to
 1872 enjoin the act;

1873 (b) In a proceeding by the corporation, directly,
 1874 derivatively, or through a receiver, trustee, or other legal
 1875 representative, or through members in a representative suit,

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1876 against an incumbent or former officer, employee, or agent of
 1877 the corporation; or

1878 (c) In a proceeding by the Attorney General, as provided
 1879 in this chapter act, to dissolve the corporation or in a
 1880 proceeding by the Attorney General to enjoin the corporation
 1881 from the transaction of unauthorized business.

1882 (3) In a member's proceeding under paragraph (2) (a) to
 1883 enjoin an unauthorized corporate act, the court may enjoin or
 1884 set aside the act, if equitable and if all affected persons are
 1885 parties to the proceeding, and may award damages for loss ~~(other~~
 1886 ~~than anticipated profits)~~ suffered by the corporation or another
 1887 party because of enjoining the unauthorized act, except the
 1888 court may not award damages for anticipated profits.

1889 Section 17. Subsections (3), (4), and (5) are added to
 1890 section 617.0401, Florida Statutes, to read:

1891 617.0401 Corporate name.—

1892 (3) Notwithstanding subsection (2), a corporation may
 1893 register under a name that is not otherwise distinguishable on
 1894 the records of the department if:

1895 (a) The other entity consents to the use and submits an
 1896 undertaking in form satisfactory to the secretary of state to
 1897 change its name to a name that is distinguishable upon the
 1898 records of the department from the name of the applying
 1899 corporation; or

1900 (b) The applicant delivers to the department a certified

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1901 copy of a final judgment of a court of competent jurisdiction
 1902 establishing the applicant's right to use the name applied for
 1903 in the state.

1904 (4) A corporate name as filed with the department is for
 1905 public notice only and does not alone create any presumption of
 1906 ownership of such name.

1907 (5) This section does not apply to the use of fictitious
 1908 names.

1909 Section 18. Subsections (1), (2), (5), and (6) of section
 1910 617.0403, Florida Statutes, are amended to read:

1911 617.0403 Registered name; application; renewal;
 1912 revocation.—

1913 (1) A foreign corporation may register its corporate name,
 1914 or its corporate name with any addition required by s. 617.1506,
 1915 if the name is distinguishable upon the records of the
 1916 department ~~of State~~ from the corporate names that are not
 1917 available under s. 617.0401(1)(e).

1918 (2) A foreign corporation registers its corporate name, or
 1919 its corporate name with any addition required by s. 617.1506, by
 1920 delivering to the department ~~of State~~ for filing an application:

1921 (a) Setting forth its corporate name, or its corporate
 1922 name with any addition required by s. 617.1506, the state or
 1923 country and date of its incorporation, and a brief description
 1924 of the nature of its purposes and the affairs in which it is
 1925 engaged; and

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1926 (b) Accompanied by a certificate of existence, or a
 1927 certificate setting forth that such corporation is in good
 1928 standing under the laws of the state or country wherein it is
 1929 organized, ~~(or a document of similar import),~~ from the state or
 1930 country of incorporation.

1931 (5) A foreign corporation that has so registered its name
 1932 ~~the registration of which is effective~~ may thereafter qualify to
 1933 conduct its affairs in this state as a foreign corporation under
 1934 the registered name or consent in writing to the use of that
 1935 name by a corporation thereafter incorporated under this chapter
 1936 ~~act~~ or by another foreign corporation thereafter authorized to
 1937 conduct its affairs in this state. The registration terminates
 1938 when the domestic corporation is incorporated or the foreign
 1939 corporation qualifies or consents to the qualification of
 1940 another foreign corporation under the registered name.

1941 (6) The department ~~of State~~ may revoke any registration
 1942 if, after a hearing, it finds that the application therefor or
 1943 any renewal thereof was not made in good faith.

1944 Section 19. Present subsections (4) and (5) of section
 1945 617.0501, Florida Statutes, are redesignated as subsections (5)
 1946 and (6), respectively, a new subsection (4) is added to that
 1947 section, and subsections (1) and (3) and present subsection (5)
 1948 and subsection (6) of that section are amended, to read:

1949 617.0501 Registered office and registered agent.—

1950 (1) Each corporation shall have and continuously maintain

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1951 in this state:

1952 (a) A registered office which may be the same as its
1953 principal office; and

1954 (b) A registered agent, who may be ~~either~~:

1955 1. An individual who resides in this state whose business
1956 office is identical to ~~with~~ such registered office; ~~or~~

1957 2. ~~a.~~ Another domestic entity that is an authorized entity
1958 whose business address is identical to the address of the
1959 registered office; or

1960 3. ~~b.~~ A foreign entity authorized to transact business in
1961 this state that is an authorized entity and whose business
1962 address is identical to the address of the registered office.

1963 (3) Each initial A registered agent, and each appointed
1964 ~~pursuant to this section or a~~ successor registered agent that is
1965 appointed, pursuant to s. 617.0502 on whom process may be served
1966 ~~shall each~~ file a statement in writing with the department ~~of~~
1967 ~~State, in the such~~ form and manner ~~as shall be~~ prescribed by the
1968 department, accepting the appointment as a registered agent
1969 while simultaneously ~~with his or her~~ being designated as the
1970 registered agent. The such statement of acceptance must provide
1971 ~~shall state~~ that the registered agent is familiar with, and
1972 accepts, the obligations of that position.

1973 (4) The duties of a registered agent are:

1974 (a) To forward to the corporation, at the address most
1975 recently supplied to the registered agent by the corporation, a

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1976 process, notice, or demand pertaining to the corporation which
 1977 is served on or received by the registered agent; and

1978 (b) If the registered agent resigns, to provide the notice
 1979 required under s. 617.0502 to the corporation at the address
 1980 most recently supplied to the registered agent by the
 1981 corporation.

1982 (6)-(5) A corporation may not prosecute or maintain any
 1983 action in a court in this state until the corporation complies
 1984 with this section or s. 617.1508, as applicable; pays to the
 1985 department of State any amounts required under this chapter;
 1986 and, to the extent ordered by a court of competent jurisdiction,
 1987 pays to the department of State a penalty of \$5 for each day it
 1988 has failed to so comply or \$500, whichever is less. A court may
 1989 stay a proceeding commenced by a corporation until the
 1990 corporation complies with this section.

1991 ~~(6) For the purposes of this section, the term "authorized~~
 1992 ~~entity" means:~~

1993 ~~(a) A corporation for profit;~~

1994 ~~(b) A limited liability company;~~

1995 ~~(c) A limited liability partnership; or~~

1996 ~~(d) A limited partnership, including a limited liability~~
 1997 ~~limited partnership.~~

1998 Section 20. Section 617.0502, Florida Statutes, is amended
 1999 to read:

2000 617.0502 Change of registered office or registered agent~~;~~

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2001 ~~resignation of registered agent.-~~

2002 (1) A corporation may change its registered office or its

2003 registered agent upon filing with the department ~~of State~~ a

2004 statement of change setting forth:

2005 (a) The name of the corporation;

2006 (b) The name ~~street address~~ of its current registered

2007 agent office;

2008 (c) If the current registered agent office is to be

2009 changed, the name ~~street address~~ of the new registered agent

2010 office;

2011 (d) The street address ~~name~~ of its current registered

2012 office for its current registered agent;

2013 (e) If the street address of the current registered office

2014 is to be changed, the new street address of the registered

2015 office in this state.

2016 (2) If the ~~its current~~ registered agent is ~~to be~~ changed,

2017 the written acceptance ~~name~~ of the successor ~~new~~ registered

2018 agent as described in s. 617.0501(3) must be provided to the

2019 department ~~and the new agent's written consent (either on the~~

2020 ~~statement or attached to it) to the appointment;~~

2021 ~~(f) That the street address of its registered office and~~

2022 ~~the street address of the business office of its registered~~

2023 ~~agent, as changed, will be identical; and~~

2024 ~~(g) That such change was authorized by resolution duly~~

2025 ~~adopted by its board of directors or by an officer of the~~

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2026 ~~corporation so authorized by the board of directors.~~

2027 ~~(2)(a) Any registered agent may resign his or her agency~~

2028 ~~appointment by signing and delivering for filing with the~~

2029 ~~Department of State a statement of resignation and mailing a~~

2030 ~~copy of such statement to the corporation at its mailing address~~

2031 ~~of the respective corporation that then appears in the records~~

2032 ~~of the Department of State; provided, however, that if a~~

2033 ~~composite statement of resignation is being filed pursuant to~~

2034 ~~paragraph (b), the registered agent must promptly mail a copy of~~

2035 ~~either the composite statement of resignation or a separate~~

2036 ~~notice of resignation for each respective corporation, in each~~

2037 ~~case using the respective mailing address of the respective~~

2038 ~~corporation that then appears in the records of the Department~~

2039 ~~of State. The statement of resignation shall state that a copy~~

2040 ~~of such statement of resignation or, if applicable, notice of~~

2041 ~~resignation, has been mailed to the corporation at the address~~

2042 ~~so stated. The agency is terminated as of the 31st day after the~~

2043 ~~date on which the statement was filed and unless otherwise~~

2044 ~~provided in the statement, termination of the agency acts as a~~

2045 ~~termination of the registered office.~~

2046 ~~(b) If a registered agent is resigning as registered agent~~

2047 ~~from one or more corporations that each have been dissolved,~~

2048 ~~either voluntarily, administratively, or by court action, for a~~

2049 ~~continuous period of 10 years or longer, the registered agent~~

2050 ~~may elect to file the statement of resignation separately for~~

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2051 ~~each such corporation or may elect to file a single composite~~
 2052 ~~statement of resignation covering two or more corporations. Any~~
 2053 ~~such composite statement of resignation must set forth, for each~~
 2054 ~~such corporation covered by the statement of resignation, the~~
 2055 ~~name of the respective corporation and the date that dissolution~~
 2056 ~~became effective for the respective corporation. This subsection~~
 2057 ~~is applicable only to resignations by registered agents from~~
 2058 ~~domestic corporations.~~

2059 ~~(3) If a registered agent changes his or her business name~~
 2060 ~~or business address, he or she may change such name or address~~
 2061 ~~and the address of the registered office of any corporation for~~
 2062 ~~which he or she is the registered agent by:~~

2063 ~~(a) Notifying all such corporations in writing of the~~
 2064 ~~change;~~

2065 ~~(b) Signing (either manually or in facsimile) and~~
 2066 ~~delivering to the Department of State for filing a statement~~
 2067 ~~that substantially complies with the requirements of paragraphs~~
 2068 ~~(1) (a) - (f), setting forth the names of all such corporations~~
 2069 ~~represented by the registered agent; and~~

2070 ~~(c) Reciting that each corporation has been notified of~~
 2071 ~~the change.~~

2072 ~~(4) Changes of the registered office or registered agent~~
 2073 ~~may be made by a change on the corporation's annual report form~~
 2074 ~~filed with the Department of State.~~

2075 ~~(5) The Department of State shall collect a fee pursuant~~

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2076 | ~~to s. 15.09(2) for filings authorized by this section.~~

2077 | Section 21. Section 617.05021, Florida Statutes, is
2078 | created to read:

2079 | 617.05021 Resignation of a registered agent.—

2080 | (1) (a) A registered agent may resign as agent for a
2081 | corporation by delivering to the department a signed statement
2082 | of resignation and mailing a copy of such statement to the
2083 | corporation at its mailing address of the respective corporation
2084 | that then appears in the records of the department; provided,
2085 | however, that if a composite statement of resignation is being
2086 | filed pursuant to paragraph (b), the registered agent must
2087 | promptly mail a copy of either the composite statement of
2088 | resignation or a separate notice of resignation for each
2089 | respective corporation, in each case using the respective
2090 | mailing address of the respective corporation that then appears
2091 | in the records of the department.

2092 | (b) If a registered agent is resigning as registered agent
2093 | from one or more corporations that each have been dissolved,
2094 | either voluntarily, administratively, or by court action, for a
2095 | continuous period of 10 years or longer, the registered agent
2096 | may elect to file the statement of resignation separately for
2097 | each such corporation or may elect to file a single composite
2098 | statement of resignation covering two or more corporations. Any
2099 | such composite statement of resignation must set forth, for each
2100 | such corporation covered by the statement of resignation, the

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2101 name of the respective corporation and the date that dissolution
 2102 became effective for the respective corporation. This paragraph
 2103 is applicable only to resignations by registered agents from
 2104 domestic corporations.

2105 (2) A registered agent is terminated upon the earlier of:

2106 (a) The 31st day after the department files the statement
 2107 of resignation; or

2108 (b) When a statement of change or other record designating
 2109 a new registered agent is filed by the department.

2110 (3) When a statement of resignation takes effect, the
 2111 registered agent ceases to have responsibility for a matter
 2112 thereafter tendered to it as agent for the corporation. The
 2113 resignation does not affect contractual rights that the
 2114 corporation has against the agent or that the agent has against
 2115 the corporation.

2116 (4) A registered agent may resign from a corporation
 2117 regardless of whether the corporation has active status.

2118 Section 22. Section 617.05022, Florida Statutes, is
 2119 created to read:

2120 617.05022 Change of name or address by a registered
 2121 agent.—

2122 (1) If a registered agent changes the registered agent's
 2123 name or business address, the agent may deliver to the
 2124 department for filing a statement of change that provides the
 2125 following:

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2126 (a) The name of the corporation represented by the
 2127 registered agent.

2128 (b) The name of the registered agent as currently shown in
 2129 the records of the department for the corporation.

2130 (c) If the name of the registered agent has changed, its
 2131 new name.

2132 (d) If the address of the registered agent has changed,
 2133 the new address.

2134 (e) A statement that the registered agent has given the
 2135 notice required under subsection (2).

2136 (2) A registered agent shall promptly furnish notice to
 2137 the represented corporation of the statement of change and the
 2138 changes made in the statement, as delivered to the department.

2139 (3) A statement of change is effective when filed by the
 2140 department.

2141 (4) The changes described in this section may also be made
 2142 on the corporation's annual report, in an application for
 2143 reinstatement filed with the department under s. 617.1422, or in
 2144 an amendment to or restatement of the company's articles of
 2145 incorporation in accordance with s. 617.1006 or s. 617.1007.

2146 (5) The department shall collect a fee pursuant to s.
 2147 15.09(2) for filings authorized by this section.

2148 Section 23. Section 617.0503, Florida Statutes, is amended
 2149 to read:

2150 617.0503 Failure to maintain registered agent; subpoena by

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2151 the Department of Legal Affairs ~~Registered agent; duties;~~
 2152 ~~confidentiality of investigation records.-~~

2153 (1) (a) Each corporation or ~~foreign corporation, or alien~~
 2154 ~~business organization~~ that owns real property located in this
 2155 state, that owns a mortgage on real property located in this
 2156 state, or that conducts affairs ~~transacts business~~ in this state
 2157 shall have and continuously maintain in this state a registered
 2158 office and a registered agent and shall file with the department
 2159 ~~of State~~ notice of the registered office and registered agent as
 2160 provided in ss. 617.0501 and 617.0502. The appointment of a
 2161 registered agent in compliance with s. 617.0501 or s. 617.0502
 2162 is sufficient for purposes of this section if the registered
 2163 agent so appointed files, in the form and manner prescribed by
 2164 the department ~~of State~~, an acceptance of the obligations
 2165 provided for in this section.

2166 (b) Each such corporation or ~~foreign corporation, or~~
 2167 ~~alien business organization~~ that fails to have and continuously
 2168 maintain a registered office and a registered agent as required
 2169 in this section is liable to this state for \$500 for each year,
 2170 or part of a year, during which the domestic or ~~corporation,~~
 2171 ~~foreign corporation, or alien business organization~~ fails to
 2172 comply with these requirements; but this liability is forgiven
 2173 in full upon the compliance by the domestic or foreign
 2174 ~~corporation, foreign corporation, or alien business organization~~
 2175 with the requirements of this subsection, even if that

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2176 compliance occurs after an action to collect such amount is
 2177 instituted. The Department of Legal Affairs may file an action
 2178 in the circuit court for the judicial circuit in which the
 2179 domestic or foreign corporation, ~~foreign corporation, or alien~~
 2180 ~~business organization~~ is found or conducts affairs ~~transacts~~
 2181 ~~business~~, or in which real property belonging to the domestic or
 2182 foreign corporation, ~~foreign corporation, or alien business~~
 2183 ~~organization~~ is located, to petition the court for an order
 2184 directing that a registered agent be appointed and that a
 2185 registered office be designated, and to obtain judgment for the
 2186 amount owed under this subsection. In connection with such
 2187 proceeding, the department may, without prior approval by the
 2188 court, file a lis pendens against real property owned by the
 2189 domestic or foreign corporation, ~~foreign corporation, or alien~~
 2190 ~~business organization~~, which lis pendens must ~~shall~~ set forth
 2191 the legal description of the real property and must ~~shall~~ be
 2192 filed in the public records of the county where the real
 2193 property is located. If the lis pendens is filed in any county
 2194 other than the county in which the action is pending, the lis
 2195 pendens that is filed must be a certified copy of the original
 2196 lis pendens. The failure to comply timely or fully with an order
 2197 directing that a registered agent be appointed and that a
 2198 registered office be designated will result in a civil penalty
 2199 of not more than \$1,000 for each day of noncompliance. A
 2200 judgment or an order of payment entered under this subsection

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2201 becomes a judgment lien against any real property owned by the
 2202 domestic or foreign corporation, ~~foreign corporation, or alien~~
 2203 ~~business organization~~ when a certified copy of the judgment or
 2204 order is recorded as required by s. 55.10. The department may
 2205 avail itself of, and is entitled to use, any ~~provision of law or~~
 2206 of the Florida Rules of Civil Procedure to further the
 2207 collecting or obtaining of payment pursuant to a judgment or
 2208 order of payment. The state, through the Attorney General, may
 2209 bid, at any judicial sale to enforce its judgment lien, any
 2210 amount up to the amount of the judgment or lien obtained
 2211 pursuant to this subsection. All moneys recovered under this
 2212 subsection must ~~shall~~ be treated as forfeitures under ss.
 2213 895.01-895.09 and used or distributed in accordance with the
 2214 procedure set forth in s. 895.09. A domestic or foreign
 2215 ~~corporation, foreign corporation, or alien business organization~~
 2216 that fails to have and continuously maintain a registered office
 2217 and a registered agent as required in this section may not
 2218 defend itself against any action instituted by the Department of
 2219 Legal Affairs or by any other agency of this state until the
 2220 requirements of this subsection have been met.

2221 (2) Each domestic or foreign corporation, ~~foreign~~
 2222 ~~corporation, or alien business organization~~ that owns real
 2223 property located in this state, that owns a mortgage on real
 2224 property located in this state, or that conducts affairs
 2225 ~~transacts business~~ in this state must ~~shall~~, pursuant to

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2226 subpoena served upon the registered agent of the domestic or
 2227 foreign corporation, ~~foreign corporation, or alien business~~
 2228 ~~organization~~ issued by the Department of Legal Affairs, produce,
 2229 through its registered agent or through a designated
 2230 representative within 30 days after service of the subpoena,
 2231 testimony and records showing the following:

2232 (a) True copies of documents evidencing the legal
 2233 existence of the entity, including the articles of incorporation
 2234 and any amendments to the articles of incorporation or the legal
 2235 equivalent of the articles of incorporation and such amendments.

2236 (b) The names and addresses of each current officer and
 2237 director of the entity or persons holding equivalent positions.

2238 (c) The names and addresses of all prior officers and
 2239 directors of the entity or persons holding equivalent positions,
 2240 for a period not to exceed the 5 years previous to the date of
 2241 issuance of the subpoena.

2242 (d) The names and addresses of each member ~~current~~
 2243 ~~shareholder, equivalent equitable owner, and ultimate equitable~~
 2244 ~~owner~~ of the entity, the number of which names is limited to the
 2245 names of the 100 members holding the largest share of voting
 2246 power of the domestic or foreign corporation ~~shareholders,~~
 2247 ~~equivalent equitable owners, and ultimate equitable owners that,~~
 2248 ~~in comparison to all other shareholders, equivalent equitable~~
 2249 ~~owners, or ultimate equitable owners, respectively, own the~~
 2250 ~~largest number of shares of stock of the corporation, foreign~~

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2251 ~~corporation, or alien business organization or the largest~~
 2252 ~~percentage of an equivalent form of equitable ownership of the~~
 2253 ~~corporation, foreign corporation, or alien business~~
 2254 ~~organization.~~

2255 (e) The names and addresses of all previous members ~~prior~~
 2256 ~~shareholders, equivalent equitable owners, and ultimate~~
 2257 ~~equitable owners of the entity~~ for the 12-month period preceding
 2258 the date of issuance of the subpoena, the number of which names
 2259 is limited to the 100 members holding the largest share of
 2260 voting power of the domestic or foreign corporation
 2261 ~~shareholders, equivalent equitable owners, and ultimate~~
 2262 ~~equitable owners that, in comparison to all other shareholders,~~
 2263 ~~equivalent equitable owners, or ultimate equitable owners,~~
 2264 ~~respectively, own the largest number of shares of stock of the~~
 2265 ~~corporation, foreign corporation, or alien business organization~~
 2266 ~~or the largest percentage of an equivalent form of equitable~~
 2267 ~~ownership of the corporation, foreign corporation, or alien~~
 2268 ~~business organization.~~

2269 (f) The names and addresses of the person or persons who
 2270 provided the records and information to the registered agent or
 2271 designated representative of the entity.

2272 (g) The requirements of paragraphs (d) and (e) do not
 2273 apply to:

- 2274 1. A financial institution;
- 2275 2. A corporation, foreign corporation, or alien business

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2276 organization the securities of which are registered pursuant to
 2277 s. 12 of the Securities Exchange Act of 1934, 15 U.S.C. ss. 78a-
 2278 78kk, if such corporation, foreign corporation, or alien
 2279 business organization files with the United States Securities
 2280 and Exchange Commission the reports required by s. 13 of that
 2281 act; or

2282 3. A corporation, foreign corporation, or alien business
 2283 organization, the securities of which are regularly traded on an
 2284 established securities market located in the United States or on
 2285 an established securities market located outside the United
 2286 States, if such non-United States securities market is
 2287 designated by rule adopted by the Department of Legal Affairs;

2288
 2289 upon a showing by the corporation, foreign corporation, or alien
 2290 business organization that the exception in subparagraph 1.,
 2291 subparagraph 2., or subparagraph 3. applies to the corporation,
 2292 foreign corporation, or alien business organization. Such
 2293 exception in subparagraph 1., subparagraph 2., or subparagraph
 2294 3. does not, however, exempt the corporation, foreign
 2295 corporation, or alien business organization from the
 2296 requirements for producing records, information, or testimony
 2297 otherwise imposed under this section for any period of time when
 2298 the requisite conditions for the exception did not exist.

2299 (3) The time limit for producing records and testimony may
 2300 be extended for good cause shown by the domestic or foreign

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2301 corporation, ~~foreign corporation, or alien business~~
 2302 organization.

2303 (4) A domestic or foreign corporation ~~person, corporation,~~
 2304 ~~foreign corporation, or alien business organization~~ designating
 2305 an attorney or, ~~accountant, or spouse~~ as a registered agent or
 2306 designated representative shall, with respect to this state or
 2307 any agency or subdivision of this state, be deemed to have
 2308 waived any privilege that might otherwise attach to
 2309 communications with respect to the information required to be
 2310 produced pursuant to subsection (2), which communications are
 2311 among such domestic or foreign corporation, ~~foreign corporation,~~
 2312 ~~or alien business organization~~; the registered agent or
 2313 designated representative of such domestic or foreign
 2314 ~~corporation, foreign corporation, or alien business~~
 2315 ~~organization~~; and the beneficial owners of such domestic or
 2316 foreign corporation, ~~foreign corporation, or alien business~~
 2317 ~~organization~~. The duty to comply with ~~the provisions of this~~
 2318 section will not be excused by virtue of any privilege or
 2319 ~~provision of~~ law of this state or any other state or country,
 2320 which privilege or provision authorizes or directs that the
 2321 testimony or records required to be produced under subsection
 2322 (2) are privileged or confidential or otherwise may not be
 2323 disclosed.

2324 (5) If a domestic or foreign corporation, ~~foreign~~
 2325 ~~corporation, or alien business organization~~ fails without lawful

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2326 | excuse to comply timely or fully with a subpoena issued pursuant
 2327 | to subsection (2), the Department of Legal Affairs may file an
 2328 | action in the circuit court for the judicial circuit in which
 2329 | the domestic or foreign corporation, ~~foreign corporation, or~~
 2330 | ~~alien business organization~~ is found or conducts affairs,
 2331 | ~~transacts business~~ or in which real property belonging to the
 2332 | domestic or foreign corporation, ~~foreign corporation, or alien~~
 2333 | ~~business organization~~ is located, for an order compelling
 2334 | compliance with the subpoena. The failure without a lawful
 2335 | excuse to comply timely or fully with an order compelling
 2336 | compliance with the subpoena will result in a civil penalty of
 2337 | not more than \$1,000 for each day of noncompliance with the
 2338 | order. In connection with such proceeding, the department may,
 2339 | without prior approval by the court, file a lis pendens against
 2340 | real property owned by the domestic or foreign corporation,
 2341 | ~~foreign corporation, or alien business organization,~~ which lis
 2342 | pendens must ~~shall~~ set forth the legal description of the real
 2343 | property and must ~~shall~~ be filed in the public records of the
 2344 | county where the real property is located. If the lis pendens is
 2345 | filed in any county other than the county in which the action is
 2346 | pending, the lis pendens that is filed must be a certified copy
 2347 | of the original lis pendens. A judgment or an order of payment
 2348 | entered pursuant to this subsection will become a judgment lien
 2349 | against any real property owned by the domestic or foreign
 2350 | corporation, ~~foreign corporation, or alien business organization~~

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2351 when a certified copy of the judgment or order is recorded as
2352 required by s. 55.10. The department may avail itself of, and is
2353 entitled to use, any provision of law or of the Florida Rules of
2354 Civil Procedure to further the collecting or obtaining of
2355 payment pursuant to a judgment or order of payment. The state,
2356 through the Attorney General, may bid at any judicial sale to
2357 enforce its judgment lien, an amount up to the amount of the
2358 judgment or lien obtained pursuant to this subsection. All
2359 moneys recovered under this subsection shall be treated as
2360 forfeitures under ss. 895.01-895.09 and used or distributed in
2361 accordance with the procedure set forth in s. 895.09.

2362 (6) Information provided to, and records and
2363 transcriptions of testimony obtained by, the Department of Legal
2364 Affairs pursuant to this section are confidential and exempt
2365 from ~~the provisions of~~ s. 119.07(1) and s. 24(a), Art. I of the
2366 State Constitution while the investigation is active. For
2367 purposes of this section, an investigation shall be considered
2368 "active" while such investigation is being conducted with a
2369 reasonable, good faith belief that it may lead to the filing of
2370 an administrative, a civil, or a criminal proceeding. An
2371 investigation does not cease being ~~to be~~ active so long as the
2372 department is proceeding with reasonable dispatch and there is a
2373 good faith belief that action may be initiated by the department
2374 or other administrative or law enforcement agency. Except for
2375 active criminal intelligence or criminal investigative

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2376 information, as defined in s. 119.011, and information which, if
 2377 disclosed, would reveal a trade secret, as defined in s.
 2378 688.002, or would jeopardize the safety of an individual, all
 2379 information, records, and transcriptions become available to the
 2380 public when the investigation is completed or becomes inactive
 2381 ~~ceases to be active~~. The department may ~~shall~~ not disclose
 2382 confidential information, records, or transcriptions of
 2383 testimony except pursuant to authorization by the Attorney
 2384 General in any of the following circumstances:

2385 (a) To a law enforcement agency participating in or
 2386 conducting a civil investigation under chapter 895, or
 2387 participating in or conducting a criminal investigation.

2388 (b) In the course of filing, participating in, or
 2389 conducting a judicial proceeding instituted pursuant to this
 2390 section or chapter 895.

2391 (c) In the course of filing, participating in, or
 2392 conducting a judicial proceeding to enforce an order or judgment
 2393 entered pursuant to this section or chapter 895.

2394 (d) In the course of a criminal proceeding.

2395
 2396 A person or law enforcement agency that receives any
 2397 information, record, or transcription of testimony that has been
 2398 made confidential by this subsection shall maintain the
 2399 confidentiality of such material and may ~~shall~~ not disclose such
 2400 information, record, or transcription of testimony except as

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2401 provided for herein. Any person who willfully discloses any
 2402 information, record, or transcription of testimony that has been
 2403 made confidential by this subsection, except as provided for in
 2404 this subsection, commits a misdemeanor of the first degree,
 2405 punishable as provided in s. 775.082 or s. 775.083. If any
 2406 information, record, or testimony obtained pursuant to
 2407 subsection (2) is offered in evidence in any judicial
 2408 proceeding, the court may, in its discretion, seal that portion
 2409 of the record to further the policies of confidentiality set
 2410 forth in this subsection.

2411 (7) This section is supplemental and may ~~shall~~ not be
 2412 construed to preclude or limit the scope of evidence gathering
 2413 or other permissible discovery pursuant to any other subpoena or
 2414 discovery method authorized by law or rule of procedure.

2415 (8) It is unlawful for any person, with respect to any
 2416 record or testimony produced pursuant to a subpoena issued by
 2417 the Department of Legal Affairs under subsection (2), to
 2418 knowingly and willfully falsify, conceal, or cover up a material
 2419 fact by a trick, scheme, or device; make any false, fictitious,
 2420 or fraudulent statement or representation; or make or use any
 2421 false writing or document knowing the writing or document to
 2422 contain any false, fictitious, or fraudulent statement or entry.
 2423 A person who violates this subsection commits a felony of the
 2424 third degree, punishable as provided in s. 775.082, s. 775.083,
 2425 or s. 775.084.

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2426 (9) In the absence of a written agreement to the contrary,
 2427 a registered agent is not liable for the failure to give notice
 2428 of the receipt of a subpoena under subsection (2) to the
 2429 domestic or foreign corporation, ~~foreign corporation, or alien~~
 2430 ~~business organization~~ that appointed the registered agent if the
 2431 registered agent timely sends written notice of the receipt of
 2432 the subpoena by first-class mail or domestic or international
 2433 air mail, postage fees prepaid, to the last address that has
 2434 been designated in writing to the registered agent by the
 2435 appointing domestic or foreign corporation, ~~foreign corporation,~~
 2436 ~~or alien business organization.~~

2437 (10) The designation of a registered agent and a
 2438 registered office as required by subsection (1) for a domestic
 2439 or foreign corporation, ~~foreign corporation, or alien business~~
 2440 ~~organization~~ that owns real property in this state or a mortgage
 2441 on real property in this state is solely for the purposes of
 2442 this chapter; and, notwithstanding s. 48.181, s. 617.1502, s.
 2443 617.1503, or any other relevant section of the Florida Statutes,
 2444 such designation may not be used in determining whether the
 2445 domestic or foreign corporation, ~~foreign corporation, or alien~~
 2446 ~~business organization~~ is actually doing business in this state.

2447 (11) As used in this section, the term:

2448 (a) ~~"Alien business organization" means:~~

2449 1. ~~Any corporation, association, partnership, trust, joint~~
 2450 ~~stock company, or other entity organized under any laws other~~

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2451 ~~than the laws of the United States, of any United States~~
 2452 ~~territory or possession, or of any state of the United States;~~
 2453 ~~or~~

2454 ~~2. Any corporation, association, partnership, trust, joint~~
 2455 ~~stock company, or other entity or device 10 percent or more of~~
 2456 ~~which is owned or controlled, directly or indirectly, by an~~
 2457 ~~entity described in subparagraph 1. or by a foreign natural~~
 2458 ~~person.~~

2459 ~~(b) "Financial institution" means:~~

2460 ~~1. A bank, banking organization, or savings association,~~
 2461 ~~as defined in s. 220.62;~~

2462 ~~2. An insurance company, trust company, credit union, or~~
 2463 ~~industrial savings bank, any of which is licensed or regulated~~
 2464 ~~by an agency of the United States or any state of the United~~
 2465 ~~States; or~~

2466 ~~3. Any person licensed under the provisions of chapter~~
 2467 ~~494.~~

2468 ~~(c) "Mortgage" means a mortgage on real property situated~~
 2469 ~~in this state, except a mortgage owned by a financial~~
 2470 ~~institution.~~

2471 ~~(b)(d) "Real property" means any real property situated in~~
 2472 ~~this state or any interest in such real property.~~

2473 ~~(e) "Ultimate equitable owner" means a natural person who,~~
 2474 ~~directly or indirectly, owns or controls an ownership interest~~
 2475 ~~in a corporation, foreign corporation, or alien business~~

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2476 ~~organization, regardless of whether such natural person owns or~~
 2477 ~~controls such ownership interest through one or other natural~~
 2478 ~~persons or one or more proxies, powers of attorney, nominees,~~
 2479 ~~corporations, associations, partnerships, trusts, joint stock~~
 2480 ~~companies, or other entities or devices, or any combination~~
 2481 ~~thereof.~~

2482 ~~(12) Any alien business organization may withdraw its~~
 2483 ~~registered agent designation by delivering an application for~~
 2484 ~~certificate of withdrawal to the department for filing. The~~
 2485 ~~application shall set forth:~~

2486 ~~(a) The name of the alien business organization and the~~
 2487 ~~jurisdiction under the law of which it is incorporated or~~
 2488 ~~organized; and~~

2489 ~~(b) That it is no longer required to maintain a registered~~
 2490 ~~agent in this state.~~

2491 Section 24. Section 617.0505, Florida Statutes, is amended
 2492 to read:

2493 617.0505 Distributions and dividends prohibited;
 2494 ~~exceptions. Except as authorized in s. 617.1302,~~ A corporation
 2495 may not make distributions to its members, directors, or
 2496 officers.

2497 (1) A corporation may not pay any dividend and may not
 2498 make distributions of any part of the net income or net earnings
 2499 of the corporation to its members, directors, or officers,
 2500 except that a corporation may:

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2501 (a) Make payments for compensation and benefits as
 2502 authorized in s. 617.0603, membership purchases as authorized in
 2503 s. 617.0608(2), and compensation for directors as authorized in
 2504 s. 617.08101;

2505 (b) Make distributions to its members upon dissolution in
 2506 conformity with the dissolution provisions of this chapter or,
 2507 if expressly permitted by its articles of incorporation, upon
 2508 partial liquidation; and

2509 (c) Make distributions to another nonprofit entity or
 2510 governmental unit that is a member of the distributing
 2511 corporation or has the power to appoint one or more of the
 2512 directors of the distributing corporation ~~A mutual benefit~~
 2513 ~~corporation, such as a private club that is established for~~
 2514 ~~social, pleasure, or recreational purposes and that is organized~~
 2515 ~~as a corporation of which the equity interests are held by the~~
 2516 ~~members, may, subject to s. 617.1302, purchase the equity~~
 2517 ~~membership interest of any member, and the payment for such~~
 2518 ~~interest is not a distribution for purposes of this section.~~

2519 ~~(2) A corporation may pay compensation in a reasonable~~
 2520 ~~amount to its members, directors, or officers for services~~
 2521 ~~rendered, may confer benefits upon its members in conformity~~
 2522 ~~with its purposes, and, upon dissolution or final liquidation,~~
 2523 ~~may make distributions to its members as permitted by this~~
 2524 ~~chapter.~~

2525 ~~(3) If expressly permitted by its articles of~~

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2526 ~~incorporation, a corporation may make distributions upon partial~~
 2527 ~~liquidation to its members, as permitted by this section. Any~~
 2528 ~~such payment, benefit, or distribution does not constitute a~~
 2529 ~~dividend or a distribution of income or profit for purposes of~~
 2530 ~~this section.~~

2531 ~~(4)~~ A corporation that is a utility exempt from regulation
 2532 under s. 367.022(7), whose articles of incorporation state that
 2533 it is exempt from taxation under s. 501(c)(12) of the Internal
 2534 Revenue Code of 1986, as amended, may make refunds to its
 2535 members, before ~~prior to~~ a dissolution or liquidation, as its
 2536 managing board deems necessary to establish or preserve its tax-
 2537 exempt status. Any such refund does not constitute a dividend or
 2538 a distribution of income or earnings ~~profit~~ for purposes of this
 2539 section.

2540 ~~(3)(5)~~ A corporation that is regulated by chapter 718,
 2541 chapter 719, chapter 720, chapter 721, or chapter 723, or a
 2542 corporation where membership in such corporation is required
 2543 pursuant to a document recorded in the official county property
 2544 records, may make refunds to its members, give ~~giving~~ credits to
 2545 its members, disburse ~~disbursing~~ insurance proceeds to its
 2546 members, or disburse ~~disbursing~~ or pay ~~paying~~ settlements to its
 2547 members without violating this section.

2548 (4) A dividend or distribution by a nonprofit insurance
 2549 company subsidiary to its mutual insurance holding company
 2550 organized under part III of chapter 628, directly or indirectly

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2551 through one or more intermediate holding companies authorized
 2552 under that part, is not a distribution for the purposes of this
 2553 chapter.

2554 Section 25. Paragraph (b) of subsection (1) and
 2555 subsections (3) through (7) of section 617.0601, Florida
 2556 Statutes, are amended, and subsections (8) and (9) are added to
 2557 that section, to read:

2558 617.0601 Members, generally.—

2559 (1)

2560 (b) For ~~The articles of incorporation or bylaws of any~~
 2561 nonprofit corporation not for profit that does not have members,
 2562 or does not have members entitled to vote on a matter, any law
 2563 requiring notice to, the presence of, or the vote, consent, or
 2564 other action by members of the corporation in connection with
 2565 such matter is satisfied by notice to, the presence of, or the
 2566 vote, consent, or other action by the board of directors of the
 2567 nonprofit corporation ~~maintains chapters or affiliates may grant~~
 2568 ~~representatives of such chapters or affiliates the right to vote~~
 2569 ~~in conjunction with the board of directors of the corporation~~
 2570 ~~notwithstanding applicable quorum or voting requirements of this~~
 2571 ~~chapter if the corporation is registered with the Department of~~
 2572 ~~Agriculture and Consumer Services pursuant to ss. 496.401-~~
 2573 ~~496.424, the Solicitation of Contributions Act.~~

2574 (3) Corporation members have no voting or other rights
 2575 except as provided in the articles of incorporation or bylaws

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2576 and each member has the same rights and obligations as every
 2577 other member except as provided in the articles of incorporation
 2578 or bylaws. However, members of any corporation existing on July
 2579 1, 1991, ~~shall~~ continue to have the same voting and other rights
 2580 as before such date until changed by amendment of the articles
 2581 of incorporation or bylaws.

2582 (4) A corporation shall keep a membership list ~~book~~
 2583 containing, in alphabetical order, the name and address of each
 2584 member. The corporation shall also keep records in accordance
 2585 with s. 617.1601.

2586 (5) A resignation, expulsion, suspension, or termination
 2587 of membership pursuant to s. 617.0606 or s. 617.0607 must ~~shall~~
 2588 be recorded in the membership list ~~book~~. Unless otherwise
 2589 provided in the articles of incorporation or the bylaws, all the
 2590 rights and privileges of a member cease on termination of
 2591 membership.

2592 (6) Except as provided in the articles of incorporation or
 2593 the bylaws, a corporation may admit members for no consideration
 2594 or for such consideration as is determined by the board of
 2595 directors. The consideration may take any form, including, but
 2596 not limited to, promissory notes, intangible property, or past
 2597 or future services. Payment of such consideration may be made at
 2598 such times and upon such terms as are set forth in or authorized
 2599 by the articles of incorporation, bylaws, or action of the board
 2600 of directors ~~Subsections (1), (2), (3), and (4) do not apply to~~

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2601 ~~a corporation that is an association as defined in s. 720.301.~~

2602 (7) Where the articles of incorporation expressly limit
2603 membership in the corporation to property owners within specific
2604 measurable geographic boundaries and where the corporation has
2605 been formed for the benefit of all of those property owners, ~~no~~
2606 such property owner may not ~~shall~~ be denied membership, provided
2607 that such property owner once admitted to membership complies,
2608 ~~shall comply~~ with the terms and conditions of membership which
2609 may provide for termination of membership upon ceasing to be a
2610 property owner. Any bylaws, rules, or other regulations to the
2611 contrary are deemed void and any persons excluded from
2612 membership by such bylaws, rules, or other regulations are
2613 deemed members with full rights, including the right, by the
2614 majority, or as otherwise provided in the articles of
2615 incorporation, to call for a meeting of the membership.

2616 (8) A corporation may not be a member of itself or
2617 exercise the rights of a member with respect to itself. Upon a
2618 corporation's purchase of its own membership interest in
2619 accordance with s. 617.0608, the membership interest is
2620 canceled.

2621 (9) Subsections (1)-(4) do not apply to a corporation that
2622 is an association as defined in s. 720.301.

2623 Section 26. Section 617.0603, Florida Statutes, is created
2624 to read:

2625 617.0603 Compensation and benefits.—A corporation may do

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2626 | any of the following:

2627 | (1) Pay compensation in reasonable amounts to its members,
 2628 | directors, officers, agents, and employees for services
 2629 | rendered.

2630 | (2) Confer benefits upon its members in conformity with
 2631 | its purposes.

2632 | (3) Upon dissolution or final liquidation, make
 2633 | distributions to its members or others as permitted by this
 2634 | chapter.

2635 |
 2636 | No such payments, benefits, or distributions may be deemed to be
 2637 | a dividend or a distribution of income or earnings.

2638 | Section 27. Subsection (2) of section 617.0604, Florida
 2639 | Statutes, is amended, and subsections (3) through (7) are added
 2640 | to that section, to read:

2641 | 617.0604 Liability of members.—

2642 | (2) A corporation may levy dues, assessments, and fees on
 2643 | its members to the extent authorized in the articles of
 2644 | incorporation or the bylaws. Dues, assessments, and fees may be
 2645 | imposed on members of the same class either alike or in
 2646 | different amounts or proportions, and may be imposed on a
 2647 | different basis on different classes of members. Members of a
 2648 | class may be made exempt from dues, assessments, and fees to the
 2649 | extent provided in the articles of incorporation or the bylaws ~~A~~
 2650 | ~~member may become liable to the corporation for dues,~~

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2651 ~~assessments, or fees as provided by law.~~

2652 (3) The amount and method of collection of dues,
2653 assessments, and fees may be fixed in the articles of
2654 incorporation or bylaws, or the articles of incorporation or
2655 bylaws may authorize the board of directors or its members to
2656 fix the amount and method of collection.

2657 (4) The articles of incorporation or bylaws may provide
2658 reasonable means, such as termination and reinstatement of
2659 membership, to enforce the collection of dues, assessments, and
2660 fees.

2661 (5) A creditor of a corporation may not bring a proceeding
2662 to reach the liability, if any, of a member of the corporation
2663 unless final judgment has been rendered in favor of the creditor
2664 against the corporation and execution has been returned
2665 unsatisfied in whole or in part or unless the proceeding would
2666 be useless.

2667 (6) All creditors of a corporation, with or without
2668 reducing their claims to judgment, may intervene in any other
2669 creditor's proceeding brought pursuant to subsection (5) to
2670 reach and apply unpaid amounts due from the corporation. All
2671 members who owe unpaid amounts to the corporation may be joined
2672 in the proceeding.

2673 (7) Satisfaction of a debt owed to a creditor by the
2674 corporation through payment of a member who owes unpaid amounts
2675 to the corporation satisfies the debt of the corporation to the

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2676 creditor and the debt of the member to the corporation to the
 2677 extent so paid by the member to the creditor.

2678 Section 28. Section 617.0605, Florida Statutes, is amended
 2679 to read:

2680 617.0605 Transfer of membership interests.—

2681 (1) Except as provided in the articles of incorporation or
 2682 bylaws, a member of a corporation may not transfer a membership
 2683 or any right arising from membership ~~except as otherwise allowed~~
 2684 ~~in this section.~~

2685 (2) ~~Except as set forth in the articles of incorporation~~
 2686 ~~or bylaws of a mutual benefit corporation,~~ a member of a mutual
 2687 benefit corporation may not transfer a membership or any right
 2688 arising from membership.

2689 ~~(3) Where the right to~~ If transfer a membership has been
 2690 provided in the articles of incorporation or bylaws ~~rights have~~
 2691 ~~been provided for one or more members of a mutual benefit~~
 2692 ~~corporation,~~ a restriction on such rights is not binding with
 2693 respect to a member holding a membership issued before the
 2694 adoption of the restriction unless the restriction is approved
 2695 by the ~~members and the~~ affected member.

2696 Section 29. Section 617.0606, Florida Statutes, is amended
 2697 to read:

2698 617.0606 Resignation of members.—

2699 (1) ~~Except as may be provided in the articles of~~
 2700 ~~incorporation or bylaws of a corporation,~~ A member may resign at

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2701 any time for any reason of a mutual benefit corporation may not
 2702 transfer a membership or any right arising from membership.

2703 (2) The resignation of a member does not relieve the
 2704 member from any obligations ~~that the member may have to the~~
 2705 ~~corporation as a result of obligations~~ incurred or commitments
 2706 made before resignation.

2707 Section 30. Subsections (3) and (4) of section 617.0607,
 2708 Florida Statutes, are amended, and subsection (5) is added to
 2709 that section, to read:

2710 617.0607 Termination, expulsion, and suspension.—

2711 (3) Any proceeding challenging an expulsion, suspension,
 2712 or termination, including a proceeding in which ~~the~~ defective
 2713 notice is alleged, must be commenced within 1 year after the
 2714 effective date of the expulsion, suspension, or termination.

2715 (4) A member who has been expelled or suspended or has had
 2716 a membership suspended or terminated may be liable to the
 2717 corporation for dues, assessments, or fees as a result of
 2718 obligations incurred or commitments made before the expulsion,
 2719 ~~or~~ suspension, or termination. The expulsion, suspension, or
 2720 termination does not relieve the member of any obligations or
 2721 commitments made before the expulsion, suspension, or
 2722 termination.

2723 (5) A corporation may, if authorized in the articles of
 2724 incorporation or bylaws, levy fines or otherwise penalize its
 2725 members. A fine or penalty, other than a late fee for nonpayment

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2726 of dues, may not be levied until after the corporation has
 2727 provided notice thereof to the member concerned and has afforded
 2728 the affected member an opportunity to be heard on the matter.

2729 Section 31. Section 617.0608, Florida Statutes, is amended
 2730 to read:

2731 617.0608 Purchase of memberships.—

2732 (1) A corporation described in s. 501(c)(3) of the
 2733 Internal Revenue Code of 1986, as amended, may not purchase the
 2734 membership interests of any of its members ~~any of its~~
 2735 ~~memberships~~ or any right arising from membership. Any
 2736 corporation that is not described in s. 501(c)(3) of the
 2737 Internal Revenue Code of 1986, as amended, may purchase the
 2738 membership interest of any member or any right arising from
 2739 membership to the extent provided in the articles of
 2740 incorporation or bylaws. No such payment for purchase of
 2741 membership interest or right arising from membership may be
 2742 deemed a dividend or a distribution of income or earnings ~~except~~
 2743 ~~as provided in s. 617.0505 or subsection (2).~~

2744 (2) Subject to subsection (1) ~~s. 617.1302,~~ a ~~mutual~~
 2745 ~~benefit~~ corporation may purchase the membership interest of a
 2746 member who resigns, or whose membership is terminated, for the
 2747 amount and pursuant to the conditions set forth in its articles
 2748 of incorporation or bylaws, but only if, after the completing
 2749 the purchase:

2750 (a) The corporation is able to pay its debts as they

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2751 become due in the usual course of its activities; and
 2752 (b) The total assets of the corporation are at least equal
 2753 to the sum of its liabilities.

2754 Section 32. Section 617.0701, Florida Statutes, is amended
 2755 to read:

2756 617.0701 Meetings of members, generally; failure to hold
 2757 annual meeting; special meeting; consent to corporate actions
 2758 without meetings; waiver of notice of meetings.-

2759 (1) A corporation with members may hold meetings of
 2760 members for the transaction of any proper business at such times
 2761 stated in or fixed in accordance with the articles of
 2762 incorporation or bylaws. The frequency of all meetings of
 2763 members, the time and manner of notice of such meetings, the
 2764 conduct and adjournment of such meetings, the determination of
 2765 members entitled to notice or to vote at such meetings, and the
 2766 number or voting power of members necessary to constitute a
 2767 quorum, shall be determined by or in accordance with the
 2768 articles of incorporation or the bylaws. Annual, regular, and
 2769 special meetings of the members may be held in or out of this
 2770 state, and the place and time of all meetings may be determined
 2771 by the board of directors.

2772 (2) The failure to hold an annual meeting at the time
 2773 stated in or fixed in accordance with a corporation's articles
 2774 of incorporation or bylaws or pursuant to this chapter does not
 2775 work ~~cause~~ a forfeiture or ~~give cause for~~ dissolution of the

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2776 corporation, ~~and nor~~ does not such failure affect the validity
2777 of any corporate action ~~otherwise valid corporate acts~~, except
2778 as provided in s. 617.1430 in the case of a deadlock among the
2779 directors or the members.

2780 (3) (a) Except as provided in the articles of incorporation
2781 or bylaws, special meetings of the members may be called ~~by~~
2782 either:

2783 1. By the corporation's board of directors or the person
2784 or persons authorized to do so by the articles of incorporation
2785 or bylaws; or

2786 2. If members holding no less than 10 percent, or such
2787 other amount as specified in the articles of incorporation or
2788 bylaws, of all the votes entitled to be cast on any issue being
2789 considered at the proposed special meeting sign, date, and
2790 deliver to the corporation's secretary one or more written
2791 demands for the meeting describing the purpose or purposes for
2792 which it is to be held.

2793 (b) Unless otherwise provided in the articles of
2794 incorporation or bylaws, a written demand for a special meeting
2795 may be revoked by a writing to that effect received by the
2796 corporation before the receipt by the corporation of demands
2797 sufficient in number to require holding a special meeting
2798 pursuant to subparagraph (a)2.

2799 (c) Only business within the purpose or purposes described
2800 in the meeting notice may be conducted at a special meeting of

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2801 members.

2802 (d) Special meetings of members may be held in or out of

2803 this state at a place stated in or fixed in accordance with the

2804 articles of incorporation or the bylaws or, when not

2805 inconsistent with the articles of incorporation or the bylaws,

2806 in the notice of the special meeting. If no place is stated or

2807 fixed in accordance with the articles of incorporation or the

2808 bylaws or in the notice of the special meeting, special meetings

2809 must be held at the corporation's principal office.

2810 ~~(a) The president;~~

2811 ~~(b) The chair of the board of directors;~~

2812 ~~(c) The board of directors;~~

2813 ~~(d) Other officers or persons as are provided for in the~~

2814 ~~articles of incorporation or the bylaws;~~

2815 ~~(e) The holders of at least 5 percent of the voting power~~

2816 ~~of a corporation when one or more written demands for the~~

2817 ~~meeting, which describe the purpose for which the meeting is to~~

2818 ~~be held, are signed, dated, and delivered to a corporate~~

2819 ~~officer; or~~

2820 ~~(f) A person who signs a demand for a special meeting~~

2821 ~~pursuant to paragraph (e) if notice for a special meeting is not~~

2822 ~~given within 30 days after receipt of the demand. The person~~

2823 ~~signing the demand may set the time and place of the meeting and~~

2824 ~~give notice under this subsection.~~

2825 (4) Unless otherwise provided in the articles of

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2826 incorporation or bylaws, action required or permitted by this
2827 chapter to be taken at an annual or special meeting of members
2828 may be taken without a meeting, without prior notice, and
2829 without a vote if the action is taken by the members entitled to
2830 vote on such action and having not less than the minimum number
2831 of votes necessary to authorize such action at a meeting at
2832 which all members entitled to vote on such action were present
2833 and voted.

2834 (a) To be effective, the action must be evidenced by one
2835 or more written consents describing the action taken, dated and
2836 signed by approving members having the requisite number of votes
2837 and entitled to vote on such action, and delivered to the
2838 corporation to its principal office in this state, its principal
2839 place of business, the corporate secretary, or another officer
2840 or agent of the corporation having custody of the book in which
2841 proceedings of meetings of members are recorded. The action
2842 taken by written consent is effective when such written consent
2843 is signed by members entitled to cast the required number of
2844 votes on the action and has been delivered to the corporation by
2845 delivery as set forth in this section, but only if ~~Written~~
2846 ~~consent to take the corporate action referred to in the consent~~
2847 ~~is not effective unless~~ the consent is signed by members having
2848 the requisite number of votes necessary to authorize the action
2849 within 90 days after the date of the earliest dated consent ~~and~~
2850 ~~is delivered in the manner required by this section.~~

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2851 (b) Any written consent may be revoked before ~~prior to~~ the
2852 date that the corporation receives the required number of
2853 consents to authorize the proposed action. A revocation is not
2854 effective unless in writing and until received by the
2855 corporation at its principal office ~~in this state~~ or its
2856 principal place of business, or received by the corporate
2857 secretary or other officer or agent of the corporation having
2858 custody of the book in which proceedings of meetings of members
2859 are recorded.

2860 (c) If the articles of incorporation or bylaws require
2861 that notice of proposed corporate action be delivered to members
2862 not entitled to vote on the action and the action is to be taken
2863 by consent of the members entitled to vote, within 30 days after
2864 obtaining authorization by written consent, notice must be given
2865 to those members who are entitled to vote on the action but who
2866 have not consented in writing and to those members who are not
2867 entitled to vote. The notice must fairly summarize the material
2868 features of the authorized action.

2869 (d) A consent signed under this section has the effect of
2870 a meeting vote and may be described as such in any document.

2871 (e) If the action to which the members consent is such as
2872 would have required the filing of articles or a certificate
2873 under any other section of this chapter if such action had been
2874 voted on by members at a meeting, the articles or certificate
2875 filed under such other section must state that written consent

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2876 has been given in accordance with this section.

2877 (f) Whenever action is taken pursuant to this section, the
 2878 written consent of the members consenting thereto ~~to such action~~
 2879 or the written reports of inspectors appointed to tabulate such
 2880 consents must be filed with the minutes of member proceedings.

2881 (5) (a) A member may waive any notice required by this
 2882 chapter, the articles of incorporation, or the bylaws before or
 2883 after the date and time stated in the notice. The waiver must be
 2884 in writing, signed electronically or otherwise by the member
 2885 entitled to the notice, and delivered to the corporation for
 2886 filing by the corporation with the minutes or corporate records
 2887 ~~Notice of a meeting of members need not be given to any member~~
 2888 ~~who signs a waiver of notice, in person or by proxy, either~~
 2889 ~~before or after the meeting.~~ Unless required by the articles of
 2890 incorporation or bylaws, neither the affairs to be transacted at
 2891 nor the purpose of the meeting need to be specified in the
 2892 waiver.

2893 (b) Attendance of a member at a meeting waives objection
 2894 to:

2895 1. Lack, either in person or by proxy, constitutes waiver
 2896 of notice or defective notice of the meeting, unless the member
 2897 promptly objects to holding the meeting or transacting business
 2898 at the beginning of the meeting and does not thereafter vote for
 2899 or assent to action taken at the meeting; and

2900 2. Consideration of a particular matter at the meeting

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2901 which is not within the purposes described in the meeting notice
 2902 ~~waiver of any and all objections to the place of the meeting,~~
 2903 ~~the time of the meeting, or the manner in which it has been~~
 2904 ~~called or convened,~~ unless the member objects to considering the
 2905 matter when it is presented at the meeting attends a meeting
 2906 ~~solely for the purpose of stating, at the beginning of the~~
 2907 ~~meeting, any such objection or objections to the transaction of~~
 2908 ~~affairs.~~

2909 (6) Subsections (1) and (3) do not apply to any
 2910 corporation that is an association as defined in s. 720.301; a
 2911 corporation regulated by chapter 718, chapter 719, chapter 720,
 2912 chapter 721, or chapter 723; or a corporation where membership
 2913 in such corporation is required pursuant to a document recorded
 2914 in the county official ~~property~~ records.

2915 Section 33. Section 617.0721, Florida Statutes, is amended
 2916 to read:

2917 617.0721 Voting by members.—

2918 (1) Members are not entitled to vote except as conferred
 2919 by the articles of incorporation or the bylaws.

2920 (2) A member who is entitled to vote may vote in person
 2921 or, unless the articles of incorporation or the bylaws otherwise
 2922 provide, may vote by proxy ~~executed in writing by the member or~~
 2923 ~~by his or her duly authorized attorney in fact.~~

2924 (3) (a) A member or the member's attorney-in-fact may
 2925 appoint a proxy to vote or otherwise act for the member by:

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2926 1. Signing an appointment form, with his or her signature
 2927 affixed, by any reasonable means, including, but not limited to,
 2928 facsimile or electronic signature;

2929 2. Transmitting or authorizing the transmission of an
 2930 electronic signature to the person who will be appointed as the
 2931 proxy or to a proxy solicitation firm, a proxy support service
 2932 organization, a registrar, or an agent authorized by the person
 2933 who will be designated as the proxy to receive such
 2934 transmission; or

2935 3. Using such other means as provided for in the articles
 2936 of incorporation or the bylaws.

2937 (b) An appointment form must contain or be accompanied by
 2938 information from which it can be determined that the member or
 2939 the member's attorney in fact authorized the appointment of the
 2940 proxy.

2941 (4) Notwithstanding any provision to the contrary in the
 2942 articles of incorporation or bylaws, any copy, facsimile
 2943 transmission, or other reliable reproduction of the appointment
 2944 form ~~original proxy~~ may be substituted or used in lieu of the
 2945 original proxy for any purpose for which the original proxy
 2946 could be used if the copy, facsimile transmission, or other
 2947 reproduction is a complete reproduction of the appointment form
 2948 ~~entire proxy~~. An appointment of a proxy is effective when a
 2949 signed appointment in a record is received by the inspectors of
 2950 election, the officer or agent of the corporation authorized to

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2951 count votes, or the secretary. An appointment of a proxy is ~~not~~
 2952 valid ~~for~~ after 11 months following the date of its execution
 2953 unless a longer period, which may not exceed 3 years, is
 2954 expressly ~~otherwise~~ provided in the appointment form ~~proxy~~. The
 2955 death or incapacity of the member appointing a proxy does not
 2956 affect the right of the corporation to accept the proxy's
 2957 authority unless notice of the death or incapacity is received
 2958 by the inspectors of election, the officer or agent authorized
 2959 to count votes, or the secretary before the proxy exercises his
 2960 or her authority under the appointment. A member may revoke
 2961 appointment of a proxy unless the appointment form or electronic
 2962 transmission states that it is irrevocable and the appointment
 2963 is coupled with an interest.

2964 (a) If directors or officers are to be elected by members,
 2965 the bylaws may provide that such elections may be conducted by
 2966 mail.

2967 (b) A corporation may reject a vote, ballot, consent,
 2968 waiver, demand, or proxy appointment if the person ~~secretary or~~
 2969 ~~other officer or agent~~ authorized to accept or reject such vote,
 2970 ballot, consent, waiver, demand, or proxy appointment ~~tabulate~~
 2971 ~~votes,~~ acting in good faith, has a reasonable basis to doubt ~~for~~
 2972 ~~doubting~~ the validity of the signature on it or the signatory's
 2973 authority to sign for the member.

2974 (5) (a) ~~(3)~~ ~~If authorized by the board of directors, and~~
 2975 ~~subject to such guidelines and procedures as the board of~~

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2976 ~~directors may adopt,~~ Members of any class, their attorneys-in-
 2977 fact, and proxies may participate in any and proxy holders who
 2978 ~~are not physically present at a meeting of members may,~~ by means
 2979 of remote communication to the extent the board of directors
 2980 authorizes such participation for such class. Participation by
 2981 means of remote communication is subject to the guidelines and
 2982 procedures adopted by the board of directors and must be in
 2983 conformity with paragraph (b).÷

2984 ~~(a) Participate in the meeting.~~

2985 (b) Members, their attorneys-in-fact, and proxies
 2986 participating in a members' meeting by means of remote
 2987 communication authorized in paragraph (a) are ~~Be~~ deemed to be
 2988 present in person and may vote at the meeting if the corporation
 2989 has implemented reasonable measures to:

2990 1. ~~The corporation implements reasonable means to~~ Verify
 2991 that each person participating remotely as a member is a member,
 2992 a member's attorney-in-fact, or a proxy ~~deemed present and~~
 2993 ~~authorized to vote by means of remote communication is a member~~
 2994 ~~or proxy holder;~~ and

2995 2. ~~The corporation implements reasonable measures to~~
 2996 Provide such members, member's attorneys-in-fact, and proxies ~~or~~
 2997 ~~proxy holders with~~ a reasonable opportunity to participate in
 2998 the meeting and to vote on matters submitted to the members,
 2999 including an opportunity to communicate and to read or hear the
 3000 proceedings of the meeting substantially concurrent with the

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3001 proceedings.

3002 (c) If any member, attorney-in-fact for a member, or proxy
 3003 ~~holder~~ votes or takes other action at a members' meeting by
 3004 means of remote communication, a record of such vote or other
 3005 action ~~that member's participation in the meeting~~ must be
 3006 maintained by the corporation in accordance with s. 617.1601.

3007 (d) Unless the articles of incorporation, bylaws, or
 3008 demands of members in accordance with s. 617.0701(3) require a
 3009 meeting of members to be held at a geographic location, the
 3010 board of directors may determine that any meeting of members
 3011 will not be held at a geographic location, and instead will be
 3012 held solely by means of remote communication, but only if the
 3013 corporation implements the measures required by paragraph (b).

3014 (6)-(4) If any entity corporation, ~~whether for profit or~~
 3015 ~~not for profit,~~ is a member of a corporation organized under
 3016 this chapter, the chair of the governing body ~~board,~~ the
 3017 president, any vice president, the secretary, or the treasurer
 3018 of the member entity corporation, and any such officer or
 3019 cashier or trust officer of a banking or trust corporation
 3020 holding such membership, and any like officer of a foreign
 3021 entity corporation ~~whether for profit or not for profit,~~ holding
 3022 such membership in a domestic corporation, is ~~shall be~~ deemed by
 3023 the corporation in which membership is held to have the
 3024 authority to vote on behalf of the member entity corporation and
 3025 to execute proxies and written waivers and consents in relation

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3026 thereto, unless, before a vote is taken or a waiver or consent
 3027 is acted upon, it appears pursuant to a certified copy of the
 3028 bylaws or other governing documents of the entity or a
 3029 resolution of the governing documents ~~board of directors~~ or
 3030 executive committee of the member entity ~~corporation~~ that such
 3031 authority does not exist or is vested in some other officer or
 3032 person. In the absence of such certification, a person executing
 3033 any such proxies, waivers, or consents or presenting himself or
 3034 herself at a meeting as one of such officers of a ~~corporate~~
 3035 member entity ~~is shall be~~, for the purposes of this section,
 3036 conclusively deemed to be duly elected, qualified, and acting as
 3037 such officer and to be fully authorized. In the case of
 3038 conflicting representation, the ~~corporate~~ member entity shall be
 3039 represented by its senior officer, in the order stated in this
 3040 subsection.

3041 (7) ~~(5)~~ The articles of incorporation or the bylaws may
 3042 provide that, in all elections for directors, every member
 3043 entitled to vote has the right to cumulate the member's ~~his or~~
 3044 ~~her~~ votes and to give one candidate a number of votes equal to
 3045 the number of votes the member ~~he or she~~ could give if one
 3046 director were being elected multiplied by the number of
 3047 directors to be elected or to distribute such votes on the same
 3048 principles among any number of such candidates. A corporation
 3049 may not have cumulative voting unless such voting is expressly
 3050 authorized in the articles of incorporation.

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3051 (8)~~(6)~~ If a corporation has no members or its members do
 3052 not have the right to vote, the directors ~~shall~~ have the sole
 3053 voting power.

3054 (9)~~(7)~~ Subsections (1), (7) ~~(5)~~, and (8) ~~(6)~~ do not apply
 3055 to a corporation that is an association, as defined in s.
 3056 720.301, or a corporation regulated by chapter 718 or chapter
 3057 719.

3058 Section 34. Section 617.0741, Florida Statutes, is created
 3059 to read:

3060 617.0741 Standing.—A director, an officer, or a member may
 3061 not commence a proceeding in the right of a domestic or foreign
 3062 corporation unless such director, officer, or member holds that
 3063 position at the time the action is commenced and:

3064 (1) Was a director, an officer, or a member when the
 3065 conduct giving rise to the action occurred; or

3066 (2) The person became a member through transfer or by
 3067 operation of law from a person who was a member when the conduct
 3068 giving rise to the action occurred.

3069 Section 35. Section 617.0742, Florida Statutes, is created
 3070 to read:

3071 617.0742 Complaint; demand and excuse.—A complaint in a
 3072 proceeding brought in the right of a corporation must be
 3073 verified and allege with particularity:

3074 (1) The demand, if any, made to obtain the action desired
 3075 by the director, officer, or member from the board of directors;

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3076 and

3077 (2) Either:

3078 (a) If such demand was made, that the demand was refused,
 3079 rejected, or ignored by the board of directors before the
 3080 expiration of 90 days from the date the demand was made.

3081 (b) If such a demand was made, why irreparable injury to
 3082 the corporation or misapplication or waste of corporate assets
 3083 causing material injury to the corporation would result by
 3084 waiting for the expiration of a 90-day period from the date the
 3085 demand was made; or

3086 (c) The reason or reasons the director, officer, or member
 3087 did not make the effort to obtain the desired action from the
 3088 board of directors or comparable authority.

3089 Section 36. Section 617.0743, Florida Statutes, is created
 3090 to read:

3091 617.0743 Stay of proceedings.—If the corporation commences
 3092 an inquiry into the allegations made in the demand or complaint,
 3093 the court may stay any derivative proceeding for such period as
 3094 the court deems appropriate.

3095 Section 37. Section 617.0744, Florida Statutes, is created
 3096 to read:

3097 617.0744 Dismissal.—

3098 (1) A derivative proceeding may be dismissed, in whole or
 3099 in part, by the court upon motion by the corporation if a group
 3100 specified in subsection (2) or subsection (3) has determined in

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3101 good faith, after conducting a reasonable inquiry upon which its
3102 conclusions are based, that the maintenance of the derivative
3103 proceeding is not in the best interests of the corporation. In
3104 all such cases, the corporation has the burden of proof
3105 regarding the qualifications, good faith, and reasonable inquiry
3106 of the group making the determination.

3107 (2) Unless a panel is appointed pursuant to subsection
3108 (3), the determination required in subsection (1) must be made
3109 by:

3110 (a) A majority of qualified directors present at a meeting
3111 of the board of directors if the qualified directors constitute
3112 a quorum; or

3113 (b) A majority vote of a committee consisting of two or
3114 more qualified directors appointed by majority vote of qualified
3115 directors present at a meeting of the board of directors,
3116 regardless of whether such qualified directors constitute a
3117 quorum.

3118 (3) Upon motion by the corporation, the court may appoint
3119 a panel consisting of one or more disinterested and independent
3120 individuals to make a determination required in subsection (1).

3121 (4) This section does not prevent the court from:

3122 (a) Enforcing a person's rights under the corporation's
3123 articles of incorporation or bylaws or this chapter, including
3124 the person's rights to information under s. 617.1602; or

3125 (b) Exercising its equitable or other powers, including

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3126 granting extraordinary relief in the form of a temporary
 3127 restraining order or preliminary injunction.

3128 Section 38. Section 617.0745, Florida Statutes, is created
 3129 to read:

3130 617.0745 Discontinuance or settlement; notice.-

3131 (1) A derivative action on behalf of a corporation may not
 3132 be discontinued or settled without the court's approval.

3133 (2) If the court determines that a proposed discontinuance
 3134 or settlement will substantially affect the interest of any of
 3135 the corporation's members, the court must direct that notice be
 3136 given to the members affected. The court may determine which
 3137 party or parties to the derivative action bears the expense of
 3138 giving the notice.

3139 Section 39. Section 617.0746, Florida Statutes, is created
 3140 to read:

3141 617.0746 Proceeds and expenses.-On termination of the
 3142 derivative proceeding, the court may:

3143 (1) Order the corporation to pay from the amount recovered
 3144 in the derivative proceeding by the corporation the plaintiff's
 3145 reasonable expenses, including reasonable attorney fees and
 3146 costs, incurred in the derivative proceeding if it finds that,
 3147 in the derivative proceeding, the plaintiff was successful in
 3148 whole or in part; or

3149 (2) Order the plaintiff to pay any of the defendant's
 3150 reasonable expenses, including reasonable attorney fees and

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3151 costs, incurred in defending the derivative proceeding if it
 3152 finds that the derivative proceeding was commenced or maintained
 3153 without reasonable cause or for an improper purpose.

3154 Section 40. Section 617.0747, Florida Statutes, is created
 3155 to read:

3156 617.0747 Applicability to foreign corporations.—In any
 3157 derivative proceeding in the right of a foreign corporation
 3158 brought in the courts of this state, the matters covered by ss.
 3159 617.0741–617.0747 are governed by the laws of the jurisdiction
 3160 of incorporation of the foreign corporation, except for ss.
 3161 617.0743, 617.0745, and 617.0746.

3162 Section 41. Section 617.0803, Florida Statutes, is amended
 3163 to read:

3164 617.0803 Number of directors.—

3165 ~~(1)~~ A board of directors must consist of one ~~three~~ or more
 3166 individuals, as may be ~~with the number~~ specified in or fixed in
 3167 accordance with the articles of incorporation or the bylaws, as
 3168 may be amended, except that a corporation that is exempt from
 3169 federal income taxation under s. 501(c)(3) of the Internal
 3170 Revenue Code of 1986, as amended, must have a board of directors
 3171 that consists of three or more individuals.

3172 ~~(2)~~ ~~The number of directors may be increased or decreased~~
 3173 ~~from time to time by amendment to, or in the manner provided in,~~
 3174 ~~the articles of incorporation or the bylaws, but the corporation~~
 3175 ~~must never have fewer than three directors.~~

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3176 ~~(3) Directors shall be elected or appointed in the manner~~
 3177 ~~and for the terms provided in the articles of incorporation or~~
 3178 ~~the bylaws.~~

3179 Section 42. Section 617.0804, Florida Statutes, is created
 3180 to read:

3181 617.0804 Selection of directors.-

3182 (1) The directors of a membership corporation, except for
 3183 any initial directors named in the articles of incorporation or
 3184 elected by the incorporators, shall be elected by the members
 3185 entitled to vote at the time at the first annual meeting of
 3186 members, and at each annual meeting thereafter. Notwithstanding
 3187 this subsection, the articles of incorporation or bylaws may
 3188 provide some other time or method of election, or provide that
 3189 some or all of the directors are appointed by some other person
 3190 or designated in some other manner.

3191 (2) The directors of a nonmembership corporation, except
 3192 for any initial directors named in the articles of incorporation
 3193 or elected by the incorporators, shall be elected, appointed, or
 3194 designated as provided in the articles of incorporation or
 3195 bylaws. If no method of election, appointment, or designation is
 3196 set forth in the articles of incorporation or bylaws, such
 3197 directors are elected by the board of directors.

3198 (3) If the articles of incorporation or bylaws divide, or
 3199 authorize dividing, the members into classes, the articles of
 3200 incorporation or bylaws may also authorize the election of all

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3201 or a specified number of directors by the holders of one or more
3202 authorized classes of members. A class or multiple classes of
3203 members entitled to elect one or more directors is a separate
3204 voting group for purposes of the election of directors.

3205 Section 43. Section 617.0805, Florida Statutes, is created
3206 to read:

3207 617.0805 Terms of directors, generally.—

3208 (1) The articles of incorporation or bylaws may specify
3209 the terms of directors. If a term is not specified in the
3210 articles of incorporation or bylaws, the term of a director is 1
3211 year.

3212 (2) A decrease in the number of directors or term of
3213 office does not shorten an incumbent director's term.

3214 (3) Except as provided in the articles of incorporation or
3215 bylaws, the term of a director elected to fill a vacancy expires
3216 at the end of the term that the director is filling.

3217 (4) Notwithstanding the expiration of a director's term,
3218 the director continues to serve until the director's successor
3219 is elected, appointed, or designated and until the director's
3220 successor takes office unless otherwise provided in the articles
3221 of incorporation or bylaws or there is a decrease in the number
3222 of directors.

3223 Section 44. Present subsection (3) of section 617.0808,
3224 Florida Statutes, is redesignated as subsection (2) of that
3225 section, and subsection (1) and present subsection (2) of that

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3226 section are amended, to read:

3227 617.0808 Removal of directors.—

3228 (1) ~~Subject to subsection (2),~~ A director may be removed
 3229 from office pursuant to procedures provided in the articles of
 3230 incorporation or the bylaws. Unless the articles of
 3231 incorporation or bylaws provide otherwise, a director may be
 3232 removed as follows , ~~which shall provide the following, and if~~
 3233 ~~they do not do so, shall be deemed to include the following:~~

3234 (a) Any member of the board of directors may be removed
 3235 from office with or without cause by:

3236 1. Except as provided in paragraph (i), a majority of all
 3237 votes of the directors, if the director was elected or appointed
 3238 by the directors; or

3239 2. A majority of all votes of the members, if the director
 3240 was elected or appointed by the members.

3241 (b) If a director is elected by a class, chapter, or other
 3242 organizational unit, or by region or other geographic grouping,
 3243 the director may be removed only by the members of that class,
 3244 chapter, unit, or grouping. However:

3245 1. A director may be removed only if the number of votes
 3246 cast to remove the director would be sufficient to elect the
 3247 director at a meeting to elect directors, except as provided in
 3248 subparagraphs 2. and 3.

3249 2. If cumulative voting is authorized, a director may not
 3250 be removed if the number of votes sufficient to elect the

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3251 director under cumulative voting is voted against the removal of
3252 the director.

3253 3. If at the beginning of the term of a director the
3254 articles of incorporation or bylaws provide that the director
3255 may be removed for missing a specified number of board meetings,
3256 the board may remove the director for failing to attend the
3257 specified number of meetings. The director may be removed only
3258 if a majority of the directors then in office vote for the
3259 removal.

3260 (c) The notice of a meeting to recall a member or members
3261 of the board of directors must ~~shall~~ state the specific
3262 directors sought to be removed.

3263 (d) A proposed removal of a director at a meeting requires
3264 ~~shall require~~ a separate vote for each director whose removal is
3265 sought. Where removal is sought by written consent, a separate
3266 consent is required for each director to be removed.

3267 (e) If removal is effected at a meeting, any vacancies
3268 created shall be filled by the members or directors eligible to
3269 vote for the removal.

3270 (f) Any director who is removed from the board is not
3271 eligible to stand for reelection until the next annual meeting
3272 at which directors are elected.

3273 (g) Any director removed from office must ~~shall~~ turn over
3274 to the board of directors within 72 hours any and all records of
3275 the corporation in such director's ~~his or her~~ possession.

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3276 (h) If a director who is removed does not relinquish such
 3277 director's ~~his or her~~ office or turn over records as required
 3278 under this section, the circuit court in the county where the
 3279 corporation's principal office is located may summarily order
 3280 the director to relinquish such director's ~~his or her~~ office and
 3281 turn over corporate records upon application of any member.

3282 (i) A director elected or appointed by the board may be
 3283 removed without cause by a vote of two-thirds of the directors
 3284 then in office or such greater number as is set forth in the
 3285 articles of incorporation or bylaws.

3286 ~~(2) A director of a corporation described in s. 501(c) of~~
 3287 ~~the Internal Revenue Code may be removed from office pursuant to~~
 3288 ~~procedures provided in the articles of incorporation or the~~
 3289 ~~bylaws, and the corporation may provide in the articles of~~
 3290 ~~incorporation or the bylaws that it is subject to the provisions~~
 3291 ~~of subsection (1).~~

3292 Section 45. Present subsection (4) of section 617.0809,
 3293 Florida Statutes, is redesignated as subsection (3) of that
 3294 section, and subsections (1) and (2) and present subsection (3)
 3295 of that section are amended, to read:

3296 617.0809 Board vacancy.—

3297 (1) Except as otherwise provided in subsection (2) ~~s.~~
 3298 ~~617.0808(1)(f)~~, the articles of incorporation, or the bylaws, if
 3299 a any vacancy occurs occurring on the board of directors,
 3300 including a vacancy resulting from an increase in the number of

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3301 directors, the vacancy may be filled by a ~~the affirmative vote~~
 3302 ~~of the~~ majority of the remaining directors in office, even if
 3303 ~~though~~ the remaining directors constitute less than a quorum, ~~or~~
 3304 ~~by the sole remaining director or, if the vacancy is not so~~
 3305 ~~filled or if no director remains, by the members or, on the~~
 3306 ~~application of any person, by the circuit court of the county~~
 3307 ~~where the registered office of the corporation is located.~~

3308 (2) Except as otherwise provided in the articles of
 3309 incorporation or bylaws, whenever a vacancy in the position of a
 3310 director who is: ~~occurs with respect to a director~~

3311 (a) Elected by a voting group of members, a class, chapter
 3312 or other organizational, unit of members, or a region or other
 3313 geographic grouping of members group, ~~the vacancy may be filled~~
 3314 during the first 3 months after the vacancy occurs only by
 3315 ~~members of that voting class, chapter, unit, or group, chapter,~~
 3316 unit, region, or grouping, or by a majority of the directors
 3317 then in office elected by such voting group, chapter, unit,
 3318 region, or grouping class, chapter, unit, or group. If the
 3319 vacancy has not been filled within the 3-month period, the
 3320 vacancy may be filled by vote of a majority of the directors
 3321 remaining in office in accordance with subsection (1);

3322 (b) Appointed by persons, other than the members, may be
 3323 filled only by those persons; or

3324 (c) Designated in the articles of incorporation or bylaws
 3325 may not be filled by action of the board of directors.

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3326 ~~(3) The term of a director elected or appointed to fill a~~
 3327 ~~vacancy expires at the next annual meeting at which directors~~
 3328 ~~are elected. Any directorship to be filled by reason of an~~
 3329 ~~increase in the number of directors may be filled by the board~~
 3330 ~~of directors, but only for a term of office continuing until the~~
 3331 ~~next election of directors by the members or, if the corporation~~
 3332 ~~has no members or no members having the right to vote thereon,~~
 3333 ~~for such term of office as is provided in the articles of~~
 3334 ~~incorporation or the bylaws.~~

3335 Section 46. Section 617.08091, Florida Statutes, is
 3336 created to read:

3337 617.08091 Removal of directors by judicial proceedings.—

3338 (1) The court of the county where the principal office of
 3339 a corporation, or if one is not in this state, its registered
 3340 office, is located may remove a director from office in a
 3341 proceeding commenced by or in the right of the corporation if
 3342 the court finds that:

3343 (a) The director engaged in fraudulent conduct with
 3344 respect to the corporation or its members, grossly abused the
 3345 position of director, or intentionally inflicted harm on the
 3346 corporation; and

3347 (b) Considering the director's course of conduct and the
 3348 inadequacy of other available remedies, removal is in the best
 3349 interest of the corporation.

3350 (2) Only a member, an officer, or a director may bring an

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3351 action under this section, and such action must comply with the
3352 requirements of ss. 617.0742-617.0747. An action by a member may
3353 not be brought unless the complaint is filed by a member having,
3354 or is formally joined by members collectively having, no less
3355 than 10 percent of the corporation's voting power.

3356 (3) In addition to removing the director, the court may
3357 bar the director from being reelected, redesignated, or
3358 reappointed for a period prescribed by the court.

3359 (4) This section does not limit the equitable powers of
3360 the court to order other relief.

3361 Section 47. Section 617.0820, Florida Statutes, is amended
3362 to read:

3363 617.0820 Board meetings.—

3364 (1) The board of directors may hold regular or special
3365 meetings in or out of this state.

3366 (2) A majority of the directors present, whether or not a
3367 quorum exists, may adjourn any meeting of the board of directors
3368 to another time and place. Unless the bylaws otherwise provide,
3369 notice of any such adjourned meeting shall be given to the
3370 directors who were not present at the time of the adjournment
3371 and, unless the time and place of the adjourned meeting are
3372 announced at the time of the adjournment, to the other
3373 directors.

3374 (3) Unless the articles of incorporation or the bylaws
3375 provide otherwise, meetings of the board of directors may be

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3376 | called and notice of the meeting delivered by the chair of the
 3377 | board, the president or a similarly situated officer, or 20
 3378 | percent of the directors then in office ~~or by the president~~
 3379 | ~~unless otherwise provided in the articles of incorporation or~~
 3380 | ~~the bylaws.~~

3381 | (4) Unless the articles of incorporation or the bylaws
 3382 | provide otherwise, the board of directors may permit any or all
 3383 | directors to participate in a regular or special meeting by, or
 3384 | conduct the meeting through the use of, any means of
 3385 | communication by which all directors participating may
 3386 | simultaneously hear each other during the meeting. A director
 3387 | participating in a meeting by this means is deemed to be present
 3388 | in person at the meeting.

3389 | (5) Unless the articles of incorporation or the bylaws
 3390 | provide for a longer or shorter period, regular meetings of the
 3391 | board of directors may be held without notice of the date, time,
 3392 | place, or purpose of the meeting.

3393 | (6) Unless the articles of incorporation or the bylaws
 3394 | provide otherwise, a special meeting of the board of directors
 3395 | must be preceded by at least 2 days' notice of the date, time,
 3396 | and place of the meeting. The notice need not describe the
 3397 | purpose of the special meeting unless required by the articles
 3398 | of incorporation or the bylaws.

3399 | Section 48. Subsections (1) and (2) of section 617.0821,
 3400 | Florida Statutes, are amended to read:

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3401 617.0821 Action by directors without a meeting.—

3402 (1) Unless the articles of incorporation or the bylaws
 3403 provide otherwise, action required or permitted by this chapter
 3404 ~~aet~~ to be taken at a board of directors' meeting or committee
 3405 meeting may be taken without a meeting if the action is taken by
 3406 all members of the board or of the committee. The action must be
 3407 evidenced by one or more written consents describing the action
 3408 taken and signed by each director or committee member and
 3409 delivered to the corporation.

3410 (2) Action taken under this section is effective when the
 3411 last director signs the consent and delivers the consent to the
 3412 corporation, unless the consent specifies a different effective
 3413 date. A director's consent may be withdrawn by a revocation
 3414 signed by the director and delivered to the corporation before
 3415 delivery to the corporation of unrevoked written consents signed
 3416 by all the directors.

3417 Section 49. Section 617.0823, Florida Statutes, is amended
 3418 to read:

3419 617.0823 Waiver of notice.—Notice of a meeting of the
 3420 board of directors need not be given to any director who signs a
 3421 waiver of notice either before or after the meeting. Attendance
 3422 of a director at a meeting constitutes ~~shall constitute~~ a waiver
 3423 of notice of such meeting and a waiver of any objection ~~and all~~
 3424 ~~objections~~ to the date of the meeting, the place of the meeting,
 3425 the time of the meeting, or the manner in which it has been

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3426 called or convened, except when a director states, at the
 3427 beginning of the meeting or promptly upon arrival at the
 3428 meeting, any objection to holding the meeting or the transaction
 3429 of affairs because the meeting is not lawfully called or
 3430 convened and, after such objection, the director does not vote
 3431 for or consent to action taken at the meeting.

3432 Section 50. Section 617.0830, Florida Statutes, is amended
 3433 to read:

3434 (Substantial rewording of section. See s. 617.0830,
 3435 F.S., for present text.)

3436 617.0830 General standards for directors.-

3437 (1) Each member of the board of directors, when
 3438 discharging duties of a director, including in discharging
 3439 duties as a member of a board committee, shall act:

3440 (a) In good faith; and

3441 (b) In a manner such director reasonably believes is in
 3442 the best interests of the corporation.

3443 (2) The members of the board of directors or a board
 3444 committee, when becoming informed in connection with a
 3445 decisionmaking function or devoting attention to an oversight
 3446 function, shall discharge their duties with the care that an
 3447 ordinary prudent person in a like position would reasonably
 3448 believe appropriate under similar circumstances.

3449 (3) In discharging board or board committee duties, a
 3450 director who does not have knowledge that makes reliance

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3451 unwarranted is entitled to rely on the performance by any of the
 3452 persons specified in paragraph (5) (a) or paragraph (5) (b) to
 3453 whom the board may have delegated, formally or informally by
 3454 course of conduct, the authority or duty to perform one or more
 3455 of the board's functions that are delegable under applicable
 3456 law.

3457 (4) In discharging board or board committee duties, a
 3458 director who does not have knowledge that makes reliance
 3459 unwarranted is entitled to rely on any information, opinions,
 3460 reports, or statements, including financial statements and other
 3461 financial data, prepared or presented by any of the persons
 3462 specified in subsection (5).

3463 (5) A director is entitled to rely, in accordance with
 3464 subsection (3) or subsection (4), on:

3465 (a) One or more officers or employees of the corporation
 3466 whom the director reasonably believes to be reliable and
 3467 competent in the functions performed or the information,
 3468 opinions, reports, or statements provided;

3469 (b) Legal counsel, public accountants, or other persons
 3470 retained by the corporation or by a committee of the board of
 3471 the corporation as to matters involving skills or expertise the
 3472 director reasonably believes are matters:

3473 1. Within the particular person's professional or expert
 3474 competence; or

3475 2. As to which the particular person merits confidence; or

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3476 (c) A committee of the board of directors of which the
 3477 director is not a member if the director reasonably believes the
 3478 committee merits confidence.

3479 (d) In the case of a corporation engaged in religious
 3480 activity, religious authorities and ministers, priests, rabbis,
 3481 imams, or other persons whose positions or duties the director
 3482 reasonably believes justify reliance and confidence and whom the
 3483 director believes to be reliable and competent in the matters
 3484 presented.

3485 (6) A director is not a trustee with respect to the
 3486 corporation or with respect to any property held or administered
 3487 by the corporation in trust, including property that may be
 3488 subject to restrictions imposed by the donor or transferor of
 3489 the property.

3490 Section 51. Section 617.0832, Florida Statutes, is amended
 3491 to read:

3492 (Substantial rewording of section.
 3493 See s. 617.0832, F.S., for present text.)
 3494 617.0832 General standards for directors.-

3495 (1) As used in this section, the following terms and
 3496 definitions apply:

3497 (a) "Director's conflict of interest transaction" means a
 3498 transaction between a corporation and one or more of its
 3499 directors, or another entity in which one or more of the
 3500 corporation's directors are directly or indirectly a party to

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3501 the transaction, other than being an indirect party as a result
3502 of being a member of the corporation, and have a direct or
3503 indirect material financial interest or other material interest.

3504 (b) "Fair to the corporation" means that the transaction,
3505 as a whole, is beneficial to the corporation and its members,
3506 taking into appropriate account whether it is:

3507 1. Fair in terms of the director's dealings with the
3508 corporation in connection with that transaction; and

3509 2. Comparable to what might have been obtainable in an
3510 arm's length transaction.

3511 (c) "Family member" includes any of the following:

3512 1. The director's spouse.

3513 2. A child, stepchild, parent, stepparent, grandparent,
3514 sibling, step sibling, or half sibling of the director or the
3515 director's spouse.

3516 (d) A director has an "indirect material financial
3517 interest" if a director's family member has a material financial
3518 interest in the transaction, other than having an indirect
3519 interest as a member of the corporation, or if the transaction
3520 is with an entity, other than the corporation, which has a
3521 material financial interest in the transaction and controls, or
3522 is controlled by, the director or another person specified in
3523 this section.

3524 (e) A director is "indirectly" a party to a transaction if
3525 the director has a material financial interest in or is a

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3526 director, officer, member, manager, or partner of a person,
3527 other than the corporation, who is a party to the transaction.

3528 (f) "Material financial interest" or "other material
3529 interest" means a financial or other interest in the transaction
3530 that would reasonably be expected to impair the objectivity of a
3531 director's judgment when participating in the action on the
3532 authorization of the transaction.

3533 (2) If a director's conflict of interest transaction is
3534 fair to the corporation at the time it is authorized, approved,
3535 effectuated, or ratified:

3536 (a) Such transaction is not void or voidable; and

3537 (b) The fact that the transaction is a director's conflict
3538 of interest transaction is not grounds for any equitable relief,
3539 an award of damages, or other sanctions, because of that
3540 relationship or interest, because such director or directors are
3541 present at the meeting of the board of directors or a committee
3542 thereof which authorizes, approves, or ratifies such
3543 transaction, or because such directors or their votes are
3544 counted for such purpose.

3545 (3) (a) In a proceeding challenging the validity of a
3546 director's conflict of interest transaction or in a proceeding
3547 seeking equitable relief, award of damages, or other sanctions
3548 with respect to a director's conflict of interest transaction,
3549 the person challenging the validity or seeking equitable relief,
3550 award of damages, or other sanctions has the burden of proving

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3551 the lack of fairness of the transaction if:

3552 1. The material facts of the transaction and the

3553 director's interest in the transaction were disclosed or known

3554 to the board of directors or committee that authorizes,

3555 approves, or ratifies the transaction and the transaction was

3556 authorized, approved, or ratified by a vote of a majority of the

3557 qualified directors, even if the qualified directors constitute

3558 less than a quorum of the board or the committee; however, the

3559 transaction may not be authorized, approved, or ratified under

3560 this subsection solely by a single director; or

3561 2. The material facts of the transaction and the

3562 director's interest in the transaction were disclosed or known

3563 to the members who voted upon such transaction and the

3564 transaction was authorized, approved, or ratified by a majority

3565 of the votes cast by disinterested members or by the written

3566 consent of disinterested members representing a majority of the

3567 votes that could be cast by all disinterested members. A

3568 membership interest owned by or voted under the control of a

3569 director who has a relationship or interest in the director's

3570 conflict of interest transaction may not be considered a

3571 membership interest owned by a disinterested member and may not

3572 be counted in a vote of members to determine whether to

3573 authorize, approve, or ratify a director's conflict of interest

3574 transaction under this subsection. The vote of those membership

3575 interests, however, is counted in determining whether the

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3576 transaction is approved under other sections of this chapter. A
3577 majority of the membership interests, whether or not present,
3578 that are entitled to be counted in a vote on the transaction
3579 under this subsection constitutes a quorum for the purpose of
3580 taking action under this section.

3581 (b) If neither of the conditions provided in paragraph (a)
3582 has been satisfied, the person defending or asserting the
3583 validity of a director's conflict of interest transaction has
3584 the burden of proving its fairness in a proceeding challenging
3585 the validity of the transaction.

3586 (4) The presence of or a vote cast by a director with an
3587 interest in the transaction does not affect the validity of an
3588 action taken under paragraph (3)(a) if the transaction is
3589 otherwise authorized, approved, or ratified as provided in
3590 subsection (3), but the presence or vote of the director may be
3591 counted for purposes of determining whether the transaction is
3592 approved under this chapter.

3593 (5) In addition to other grounds for challenge, a party
3594 challenging the validity of the transaction is not precluded
3595 from asserting and proving that a particular director or member
3596 was not disinterested on grounds of financial or other interest
3597 for purposes of the vote on, consent to, or approval of the
3598 transaction.

3599 (6) If directors' action under this section does not
3600 otherwise satisfy a quorum or voting requirement applicable to

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3601 the authorization of the transaction by directors as required by
 3602 the articles of incorporation, the bylaws, this chapter, or any
 3603 other law, an action to satisfy those authorization
 3604 requirements, whether as part of the same action or by way of
 3605 another action, must be taken by the board of directors or a
 3606 committee in order to authorize the transaction. In such action,
 3607 the vote or consent of directors who are not disinterested may
 3608 be counted.

3609 (7) If members' action under this section does not satisfy
 3610 a quorum or voting requirement applicable to the authorization
 3611 of the transaction by members as required by the articles of
 3612 incorporation, the bylaws, this chapter, or any other law, an
 3613 action to satisfy those authorization requirements, whether as
 3614 part of the same action or by way of another action, must be
 3615 taken by the members in order to authorize the transaction. In
 3616 such action, the vote or consent of members who are not
 3617 disinterested members may be counted.

3618 Section 52. Section 617.0834, Florida Statutes, is
 3619 reordered and amended to read:

3620 617.0834 Liability of directors and officers and directors
 3621 of certain corporations and associations not for profit;
 3622 immunity from civil liability.—

3623 (1) A director or an officer or director of a nonprofit
 3624 organization recognized under s. 501(c)(3) or s. 501(c)(4) or s.
 3625 501(c)(6) of the Internal Revenue Code of 1986, as amended, or

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3626 ~~of an agricultural or a horticultural organization recognized~~
 3627 ~~under s. 501(c)(5), of the Internal Revenue Code of 1986, as~~
 3628 ~~amended,~~ is not personally liable for monetary damages to the
 3629 corporation or any person for any statement, vote, decision to
 3630 take or not, ~~or failure to take an action,~~ or any failure to
 3631 take any action, as a director or an officer ~~regarding~~
 3632 ~~organizational management or policy by an officer or director,~~
 3633 unless:

3634 (a) The director or officer ~~or director~~ breached or failed
 3635 to perform the director's or officer's ~~his or her~~ duties as a
 3636 director or an officer ~~or director~~; and

3637 (b) The director's or officer's ~~or director's~~ breach of,
 3638 or failure to perform, the director's or officer's ~~his or her~~
 3639 duties constitutes any of the following:

3640 1. A violation of the criminal law, unless the ~~officer or~~
 3641 director or officer had reasonable cause to believe the
 3642 director's or officer's ~~his or her~~ conduct was lawful or had no
 3643 reasonable cause to believe the director's or officer's ~~his or~~
 3644 ~~her~~ conduct was unlawful. A judgment or other final adjudication
 3645 against a director or ~~an officer or director~~ in any criminal
 3646 proceeding for violation of the criminal law estops that
 3647 director or officer ~~or director~~ from contesting the fact that
 3648 the director's or officer's ~~his or her~~ breach, or failure to
 3649 perform, constitutes a violation of the criminal law, but does
 3650 not estop the director or ~~officer or director~~ from establishing

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3651 that the director or officer ~~he or she~~ had reasonable cause to
 3652 believe that the director's or officer's ~~his or her~~ conduct was
 3653 lawful or had no reasonable cause to believe that the director's
 3654 or officer's ~~his or her~~ conduct was unlawful;

3655 2. A transaction from which the director or officer ~~or~~
 3656 ~~director~~ derived an improper personal benefit, directly or
 3657 indirectly; ~~or~~

3658 3. In a proceeding by or in the right of the corporation
 3659 to procure a judgment in its favor or by or in the right of a
 3660 member, conscious disregard for the best interest of the
 3661 corporation, or willful or intentional misconduct; or

3662 4. In a proceeding by or in the right of someone other
 3663 than the corporation or a member, recklessness or an act or
 3664 omission that was committed in bad faith or with malicious
 3665 purpose or in a manner exhibiting wanton and willful disregard
 3666 of human rights, safety, or property.

3667 (2) A director or an officer is deemed not to have derived
 3668 an improper personal benefit from any transaction if the
 3669 transaction and the nature of any personal benefit derived by
 3670 the director or officer are not prohibited by state or federal
 3671 law or regulation and, without further limitation, the
 3672 transaction is fair to the corporation at the time it is
 3673 authorized, approved, or ratified as determined in accordance
 3674 with s. 617.0832.

3675 (3) The circumstances set forth in subsection (2) are not

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3676 exclusive and do not preclude the existence of other
 3677 circumstances under which a director or officer will be deemed
 3678 not to have derived an improper benefit.

3679 (4) For the purposes of this section, the term:

3680 (c)~~(a)~~ "Recklessness" means the acting, or omission to
 3681 act, in conscious disregard of a risk:

3682 1. Known, or so obvious that it should have been known, to
 3683 the director or officer ~~or director~~; and

3684 2. Known to the director or officer ~~or director~~, or so
 3685 obvious that it should have been known, to be so great as to
 3686 make it highly probable that harm would follow from such action
 3687 or omission.

3688 (a)~~(b)~~ "Director" means a person who serves as a director,
 3689 trustee, or member of the governing board of an organization.

3690 (b)~~(e)~~ "Officer" means a person who serves as an officer
 3691 without compensation except reimbursement for actual expenses
 3692 incurred or to be incurred.

3693 Section 53. Subsection (4) of section 617.0835, Florida
 3694 Statutes, is amended to read:

3695 617.0835 Prohibited activities by private foundations.—

3696 (4) ~~The provisions of~~ Subsections (2) and (3) do not apply
 3697 to any corporation that was incorporated before January 1, 1970,
 3698 and that has been properly relieved from the requirements of 26
 3699 U.S.C. s. 508(e) (1) by a timely judicial proceeding to the
 3700 ~~extent that a court of competent jurisdiction determines that~~

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3701 ~~such application would be contrary to the terms of the articles~~
 3702 ~~of incorporation or organization or other instrument governing~~
 3703 ~~such corporation or governing the administration of charitable~~
 3704 ~~funds held by it and that the same may not properly be changed~~
 3705 ~~to conform to such subsections.~~

3706 Section 54. Section 617.0844, Florida Statutes, is created
 3707 to read:

3708 617.0844 Standards of conduct for officers.—

3709 (1) An officer, when discharging his or her duties, shall
 3710 act:

3711 (a) In good faith; and

3712 (b) In a manner such officer reasonably believes to be in
 3713 the best interests of the corporation.

3714 (2) An officer, when becoming informed in connection with
 3715 a decisionmaking function or devoting attention to an oversight
 3716 function, shall discharge his or her duties with the care that
 3717 an ordinary prudent person in a like position would reasonably
 3718 believe appropriate under similar circumstances.

3719 (3) In discharging his or her duties, an officer who does
 3720 not have knowledge that makes reliance unwarranted is entitled
 3721 to rely on the performance by any of the persons specified in
 3722 paragraph (5) (a) or paragraph (5) (b) to whom the board may have
 3723 delegated, formally or informally by course of conduct, the
 3724 authority or duty to perform one or more of the board's
 3725 functions that are delegable under applicable law.

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3726 (4) In discharging his or her duties, an officer who does
 3727 not have knowledge that makes reliance unwarranted is entitled
 3728 to rely on any information, opinions, reports, or statements,
 3729 including financial statements and other financial data,
 3730 prepared or presented by any of the persons specified in
 3731 subsection (5).

3732 (5) An officer is entitled to rely, in accordance with
 3733 subsection (3) or subsection (4), on:

3734 (a) One or more officers or employees of the corporation
 3735 whom the officer reasonably believes to be reliable and
 3736 competent in the functions performed or the information,
 3737 opinions, reports, or statements provided;

3738 (b) Legal counsel, public accountants, or other persons
 3739 retained by the corporation or by a committee of the board of
 3740 the corporation as to matters involving skills or expertise the
 3741 officer reasonably believes are matters:

3742 1. Within the particular person's professional or expert
 3743 competence; or

3744 2. As to which the particular person merits confidence; or

3745 (c) A committee of the board of directors of which the
 3746 officer is not a member if the officer reasonably believes the
 3747 committee merits confidence.

3748 (d) In the case of a corporation engaged in religious
 3749 activity, religious authorities and ministers, priests, rabbis,
 3750 imams, or other persons whose positions or duties the officer

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3751 reasonably believes justify reliance and confidence and whom the
3752 officer believes to be reliable and competent in the matters
3753 presented.

3754 (6) The duty of an officer includes the obligation to:

3755 (a) Inform the superior officer to whom, or the board of
3756 directors or the committee to which, the officer reports of
3757 information about the affairs of the corporation known to the
3758 officer, within the scope of the officer's functions, and known
3759 or as should be known to the officer to be material to such
3760 superior officer, board, or committee; and

3761 (b) Inform such officer's superior officer, or another
3762 appropriate person within the corporation, or the board of
3763 directors, or a committee thereof, of any actual or probable
3764 material violation of law involving the corporation or material
3765 breach of duty to the corporation by an officer, employee, or
3766 agent of the corporation the officer believes has occurred or is
3767 likely to occur.

3768 (7) An officer is not a trustee with respect to the
3769 corporation or to any property held or administered by the
3770 corporation in trust, including property that may be subject to
3771 restrictions imposed by the donor.

3772 Section 55. Subsection (1) of section 617.1001, Florida
3773 Statutes, is amended to read:

3774 617.1001 Authority to amend the articles of
3775 incorporation.—

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3776 (1) A corporation may amend its articles of incorporation
 3777 at any time to add or change a provision that is required or
 3778 permitted in the articles of incorporation or to delete a
 3779 provision not required to be contained in the articles of
 3780 incorporation. Whether a provision is required or permitted in
 3781 the articles of incorporation is determined as of the effective
 3782 date of the amendment ~~as provided in this act.~~

3783 Section 56. Present paragraph (b) of subsection (1) and
 3784 present subsections (2) and (3) of section 617.1002, Florida
 3785 Statutes, are redesignated as subsections (2), (4), and (5),
 3786 respectively, a new subsection (3) is added to that section, and
 3787 present subsection (1) of that section is amended, to read:

3788 617.1002 Procedure for amending articles of
 3789 incorporation.—

3790 (1) Unless the articles of incorporation provide otherwise
 3791 ~~an alternative procedure~~, amendments to the articles of
 3792 incorporation shall ~~must~~ be adopted ~~made~~ in the following
 3793 manner:

3794 (a) If there are members entitled to vote on a proposed
 3795 amendment to the articles of incorporation, the proposed
 3796 amendment shall first be adopted by the board of directors. ~~must~~
 3797 ~~adopt a resolution setting forth the proposed amendment and~~
 3798 ~~directing that it be submitted to a vote at a meeting of members~~
 3799 ~~entitled to vote on the proposed amendment, which may be either~~
 3800 ~~an annual or a special meeting. Written notice setting forth the~~

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3801 ~~proposed amendment or a summary of the changes to be effected by~~
3802 ~~the amendment must be given to each member entitled to vote at~~
3803 ~~such meeting in accordance with the articles of incorporation or~~
3804 ~~the bylaws. The proposed amendment shall be adopted upon~~
3805 ~~receiving at least a majority, or any larger or smaller~~
3806 ~~percentage specified in the articles of incorporation or the~~
3807 ~~bylaws, of the votes which members present at such meeting or~~
3808 ~~represented by proxy are entitled to cast; or~~

3809 (b) Except as provided in subsection (3) or, with respect
3810 to restatements that do not require member approval, or s.
3811 617.1007, the members shall approve the amendment.

3812 (c) In submitting the proposed amendment to the members
3813 for approval, the board of directors shall recommend that the
3814 members approve the amendment unless the board of directors
3815 determines that, because of a conflict of interest or other
3816 special circumstances, it should not make such a recommendation,
3817 in which case the board must inform the members of the basis for
3818 proceeding without such recommendation.

3819 (d) The board of directors may set conditions for the
3820 approval of the amendment by the members or the effectiveness of
3821 the amendment.

3822 (e) If the amendment is required to be approved by the
3823 members, and the approval is to be given at a meeting, the
3824 corporation must notify each member entitled to vote on the
3825 amendment of the meeting of members at which the amendment is to

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3826 be submitted for approval. The notice must state that the
3827 purpose, or one of the purposes, of the meeting is to consider
3828 the amendment, and must contain or be accompanied by a copy of
3829 the amendment.

3830 (f) Unless this chapter, the articles of incorporation, or
3831 the board of directors, acting pursuant to paragraph (d),
3832 requires a greater vote or a greater quorum, the approval of the
3833 amendment requires the approval of the members at a meeting at
3834 which the current required quorum exists.

3835 (2) ~~(b)~~ If there are no members or if members are not
3836 entitled to vote on proposed amendments to the articles of
3837 incorporation, unless the articles of incorporation provide
3838 otherwise, an amendment may be adopted at a meeting of the board
3839 of directors by a majority vote of the directors then in office,
3840 or by the incorporators if no board has been elected. Unless the
3841 articles of incorporation provide otherwise, an amendment
3842 adopted by the board of directors under this subsection must
3843 also be approved, if the amendment changes or deletes a
3844 provision regarding the appointment of a director by persons
3845 other than the board, by those persons as if they constituted a
3846 voting group.

3847 (3) Unless the articles of incorporation provide
3848 otherwise, the board of directors of a corporation with members
3849 entitled to vote on proposed amendments may adopt amendments to
3850 the corporation's articles of incorporation without approval of

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3851 the members to:

3852 (a) Extend the duration of the corporation if it was
3853 incorporated at a time when limited duration was required by
3854 law;

3855 (b) Delete the names and addresses of the initial
3856 directors;

3857 (c) Delete the name and address of the initial registered
3858 agent or registered office, if a statement of change is on file
3859 with the department;

3860 (d) Delete any other information contained in the articles
3861 of incorporation which is solely of historical interest;

3862 (e) Change the corporate name by substituting the word
3863 "corporation," "incorporated," or the abbreviation "Corp.," or
3864 "Inc.," for a similar word or abbreviation in the name, or by
3865 adding, deleting, or changing a geographical attribution for the
3866 name; or

3867 (f) Restate without change all of the then operative
3868 provisions of the articles of incorporation as provided in s.
3869 617.1007.

3870 Section 57. Section 617.1006, Florida Statutes, is amended
3871 to read:

3872 617.1006 Contents of articles of amendment.—

3873 (1) After an amendment to the articles of incorporation
3874 has been adopted and approved as required by this chapter, the
3875 corporation shall deliver to the department for filing articles

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3876 of amendment which must be signed in accordance with The
 3877 ~~articles of amendment must be executed by the corporation as~~
 3878 ~~provided in s. 617.01201 and must set forth:~~

3879 (a) ~~(1)~~ The name of the corporation;

3880 (b) ~~(2)~~ The text of each amendment adopted or the
 3881 information required by s. 617.01201(10), if applicable;

3882 (c) If the amendment provides for an exchange, a
 3883 reclassification, or a cancellation of memberships, provisions
 3884 for implementing the amendment if not contained in the amendment
 3885 itself, which may be made dependent upon facts objectively
 3886 ascertainable outside the articles of amendment in accordance
 3887 with s. 617.01201(10);

3888 (d) The date of each amendment's adoption; and

3889 (e) If the amendment:

3890 1. Was adopted by the incorporators or the board of
 3891 directors without member approval, a statement that the
 3892 amendment was adopted by the incorporators or by the board of
 3893 directors and that member approval was not required;

3894 2. Required approval by the members, a statement that the
 3895 amendment was duly approved by the members in the manner
 3896 required by this chapter and by the articles of incorporation
 3897 and bylaws; or

3898 3. Is being filed pursuant to s. 617.01201(10), a
 3899 statement to that effect.

3900 (2) Articles of amendment take effect on the effective

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3901 date determined pursuant to s. 617.0123.

3902 ~~(3) If there are members entitled to vote on a proposed~~
 3903 ~~amendment, the date of the adoption of the amendment by the~~
 3904 ~~members and a statement that the number of votes cast for the~~
 3905 ~~amendment was sufficient for approval; and~~

3906 ~~(4) If there are no members or if members are not entitled~~
 3907 ~~to vote on a proposed amendment, a statement of such fact and~~
 3908 ~~the date of the adoption of the amendment by the board of~~
 3909 ~~directors.~~

3910 Section 58. Section 617.1101, Florida Statutes, is amended
 3911 to read:

3912 (Substantial rewording of section.

3913 See s. 617.1101, F.S., for present text.)

3914 617.1101 Plan of merger.—

3915 (1) By complying with this chapter, including adopting a
 3916 plan of merger in accordance with subsection (3) and complying
 3917 with s. 617.1103:

3918 (a) Subject to and except as otherwise provided in s.
 3919 617.1102, one or more domestic corporations may merge with one
 3920 or more domestic or foreign eligible entities pursuant to a plan
 3921 of merger, resulting in a survivor; and

3922 (b) Any two or more eligible entities may merge, resulting
 3923 in a surviving entity that is a domestic corporation created in
 3924 the merger.

3925 (2) Subject to and except as otherwise provided in s.

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3926 617.1102, a domestic eligible entity that is not a corporation
 3927 may be a party to a merger with a domestic corporation, or may
 3928 be created as the survivor in a merger in which a domestic
 3929 corporation is a party, but only if the parties to the merger
 3930 comply with this chapter and the merger is permitted by the
 3931 organic law of the domestic eligible entity that is not a
 3932 corporation. A foreign eligible entity may be a party to a
 3933 merger with a domestic corporation or, subject to and as
 3934 otherwise provided in s. 617.1102, may be created as the
 3935 survivor in a merger in which a domestic corporation is a party,
 3936 but only if the parties to the merger comply with this chapter
 3937 and the merger is permitted by the organic law of the foreign
 3938 eligible entity.

3939 (3) The plan of merger must set forth:

3940 (a) As to each party to the merger, its name, jurisdiction
 3941 of formation, and type of entity;

3942 (b) The survivor's name, jurisdiction of formation, and
 3943 type of entity, and, if the survivor is to be created in the
 3944 merger, a statement to that effect;

3945 (c) The terms and conditions of the merger, including:

3946 1. A statement that the interests in such entity are to be
 3947 canceled; or

3948 2. The manner of converting the interests in such entity
 3949 into interests, securities, obligations, money, other property,
 3950 rights to acquire interests or securities, or any combination of

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3951 the foregoing;

3952 (d) The articles of incorporation of any domestic or
3953 foreign corporation, or the public organic record of any other
3954 domestic or foreign eligible entity to be created by the merger,
3955 or if a new domestic or foreign corporation or other eligible
3956 entity is not to be created by the merger, any amendment to, or
3957 restatement of, the survivor's articles of incorporation or
3958 other public organic record;

3959 (e) The effective date and time of the merger, which may
3960 be on or after the filing date of filing the articles of merger;
3961 and

3962 (f) Any other provision required by the laws under which
3963 any party to the merger is organized or by which it is governed,
3964 or by the articles of incorporation or organic rules of any such
3965 party.

3966 (4) In addition to the requirements of subsection (3), a
3967 plan of merger may contain any other provision that is not
3968 prohibited by law.

3969 (5) Terms of a plan of merger may be made dependent upon
3970 facts objectively ascertainable outside the plan in accordance
3971 with s. 617.01201(10).

3972 (6) A plan of merger may be amended only with the consent
3973 of each party to the merger, except as provided in the plan. A
3974 domestic party to a merger may approve an amendment to a plan:

3975 (a) In the same manner as the plan was approved, if the

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3976 plan does not provide for the manner in which it may be amended;
 3977 or

3978 (b) In the manner provided in the plan, except that an
 3979 interest holder that was entitled to vote on or consent to the
 3980 approval of the plan is entitled to vote on or consent to any
 3981 amendment to the plan which will change:

3982 1. The amount or kind of interests, securities,
 3983 obligations, money, other property, rights to acquire interests
 3984 or securities, or any combination of the foregoing, to be
 3985 received under the plan by the interest holders of any party to
 3986 the merger;

3987 2. The articles of incorporation of any domestic
 3988 corporation, or the organic rules of any other type of entity,
 3989 that will be the survivor of the merger, except for changes
 3990 permitted by s. 617.1002(3) or by comparable provisions of the
 3991 organic law of any other type of entity; or

3992 3. Any of the other terms or conditions of the plan if the
 3993 change would adversely affect the interest holder in any
 3994 material respect.

3995 Section 59. Section 617.1102, Florida Statutes, is amended
 3996 to read:

3997 617.1102 Limitation on merger.—A domestic corporation that
 3998 holds property for a charitable purpose ~~not for profit organized~~
 3999 ~~under this chapter~~ may merge with one or more other eligible
 4000 entities, ~~as identified in s. 607.1101(1),~~ only if the surviving

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4001 entity of such merger is a domestic or foreign corporation ~~not~~
 4002 ~~for profit~~ or other eligible entity that has been organized as a
 4003 nonprofit ~~not-for-profit~~ entity under a governing statute or
 4004 other applicable law that allows such a merger.

4005 Section 60. Section 617.1103, Florida Statutes, is amended
 4006 to read:

4007 (Substantial rewording of section.

4008 See s. 617.1103, F.S., for present text.)

4009 617.1103 Approval of plan of merger; abandonment of plan
 4010 thereafter.-

4011 (1) In the case of a domestic corporation that is a party
 4012 to a merger, the plan of merger shall be adopted in the
 4013 following manner if there are members of the domestic
 4014 corporation entitled to vote on the merger:

4015 (a) The plan of merger shall first be adopted by the board
 4016 of directors of such domestic corporation.

4017 (b) Except as provided in paragraph (h), and in s.
 4018 617.1104, the members entitled to vote shall vote to adopt the
 4019 plan of merger.

4020 (c) In submitting the plan of merger to the members for
 4021 approval, the board of directors shall recommend that the
 4022 members approve the plan, unless the board of directors makes a
 4023 determination that because of conflicts of interest or other
 4024 special circumstances it should not make such a recommendation,
 4025 in which case the board shall inform the members of the basis

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4026 for proceeding without such recommendation.

4027 (d) The board of directors may set conditions for the
4028 approval of the proposed merger by the members or the
4029 effectiveness of the plan of merger.

4030 (e) If the approval by members is to be given at a
4031 meeting, the corporation shall notify each member entitled to
4032 vote of the meeting of members at which the plan is submitted
4033 for approval in accordance with this chapter and the articles of
4034 incorporation and bylaws of the corporation. The notice must
4035 also state that the purpose, or one of the purposes, of the
4036 meeting is to consider the plan of merger, regardless of whether
4037 the meeting is an annual or a special meeting, and contain or be
4038 accompanied by a copy of the plan. If the corporation is not to
4039 be the surviving entity, the notice must also include or be
4040 accompanied by a copy of the articles of incorporation and
4041 bylaws or the organic rules of the surviving entity.

4042 (f) Unless this chapter, the articles of incorporation, or
4043 the board of directors, acting pursuant to paragraph (d),
4044 requires a greater vote or a greater quorum in the respective
4045 case, approval of the plan of merger shall require the approval
4046 of the members at a meeting at which the current required quorum
4047 exists by a majority of the votes entitled to be cast on the
4048 plan and, if any class of members is entitled to vote as a
4049 separate voting group on the plan of merger, the approval of
4050 each such separate voting group at a meeting at which a quorum

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4051 of the voting group is present by a majority of the votes
4052 entitled to be cast on the merger by that voting group.

4053 (g) Subject to paragraph (h), unless otherwise provided in
4054 the articles of incorporation, separate voting on a plan of
4055 merger is required for each class of members that is to be
4056 converted under the plan of merger into securities, interests,
4057 or obligations; rights to acquire securities or other interests;
4058 or cash, other property, or any combination thereof.

4059 (h) The articles of incorporation may expressly limit or
4060 eliminate the separate voting rights as to any class of members.

4061 (2) If a domestic corporation that is a party to a merger
4062 has no members or if its members are not entitled to vote on a
4063 plan of merger, such plan may be adopted at a meeting of its
4064 board of directors by a majority vote of the directors then in
4065 office.

4066 (3) (a) After a plan of merger has been approved and before
4067 articles of merger are effective, the plan may be abandoned as
4068 provided in the plan. Unless prohibited by the plan, the plan
4069 may be abandoned by the board of directors in the same manner as
4070 the plan was approved by:

4071 1. A domestic corporation; or

4072 2. A merging domestic eligible entity if the organic law
4073 of the entity does not provide for amendment of a plan of
4074 merger.

4075 (b) If a merger is abandoned under paragraph (a) after

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4076 articles of merger have been delivered to the department for
 4077 filing but before the articles of merger have become effective,
 4078 a statement of abandonment signed by all the parties that signed
 4079 the articles of merger shall be delivered to the department for
 4080 filing before the articles of merger become effective. The
 4081 statement takes effect on filing, whereupon the merger is deemed
 4082 abandoned and does not become effective. The statement of
 4083 abandonment must contain:

- 4084 1. The name of each party to the merger;
- 4085 2. The date on which the articles of merger were filed by
 4086 the department; and
- 4087 3. A statement that the merger has been abandoned in
 4088 accordance with this section.

4089 Section 61. Section 617.1104, Florida Statutes, is created
 4090 to read:

4091 617.1104 Short-form merger between parent and subsidiary
 4092 or between subsidiaries.—

4093 (1) (a) A domestic or foreign parent eligible entity that
 4094 holds a membership in a domestic corporation that carries at
 4095 least 80 percent of the voting power of each class of membership
 4096 of the domestic corporation which has voting power may:

- 4097 1. Merge the subsidiary into itself, or into another
 4098 domestic or foreign eligible entity in which the parent eligible
 4099 entity owns at least 80 percent of the voting power of each
 4100 class and series of the outstanding interests that have voting

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4101 power; or
 4102 2. Merge itself into the subsidiary.
 4103 (b) Mergers under subparagraphs (a)1. and 2. do not
 4104 require the approval of the board of directors or members of the
 4105 subsidiary unless the articles of incorporation or organic rules
 4106 of the parent eligible entity or the articles of incorporation
 4107 of the subsidiary entity otherwise provide. The articles of
 4108 merger relating to a merger under this section do not need to be
 4109 signed by the subsidiary entity.
 4110 (2) The parent eligible entity shall, within 10 days after
 4111 the effective date of a merger approved under subsection (1),
 4112 notify each of the subsidiary entity's members that the merger
 4113 has become effective.
 4114 (3) Except as provided for in subsections (1) and (2), a
 4115 merger between a parent eligible entity and a domestic
 4116 subsidiary corporation is governed by ss. 617.1101-617.1107,
 4117 which are applicable to mergers generally.
 4118 Section 62. Section 617.1105, Florida Statutes, is amended
 4119 to read:
 4120 (Substantial rewording of section.
 4121 See s. 617.1105, F.S., for present text.)
 4122 617.1105 Articles of merger.—
 4123 (1) After a plan of merger has been adopted and approved
 4124 as required by this chapter or, if the merger is being effected
 4125 pursuant to s. 617.1101(1)(b), the merger has been approved as

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4126 required by the organic law governing the parties to the merger,
 4127 the articles of merger must be signed by each party to the
 4128 merger, except as provided in s. 617.1104. The articles of
 4129 merger must set forth:

4130 (a) The name, jurisdiction of formation, and type of
 4131 entity of each party to the merger;

4132 (b) If not already identified as the survivor pursuant to
 4133 paragraph (a), the name, jurisdiction of formation, and type of
 4134 entity of the survivor;

4135 (c) If the articles of incorporation of the survivor are
 4136 being amended, or if a new domestic corporation is being created
 4137 as a result of the merger:

4138 1. The amendments to the survivor's articles of
 4139 incorporation; or

4140 2. The articles of incorporation of the new corporation;

4141 (d) If the plan of merger required approval by the members
 4142 of a domestic corporation that is a party to the merger, a
 4143 statement that the plan was duly approved by the members and, if
 4144 voting by any separate voting group was required, by each such
 4145 separate voting group, in the manner required by this chapter
 4146 and the articles of incorporation of such domestic corporation;

4147 (e) If the plan of merger did not require approval by the
 4148 members of a domestic corporation that is a party to the merger,
 4149 a statement to that effect;

4150 (f) As to each foreign corporation that is a party to the

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4151 merger, a statement that the participation of the foreign
4152 corporation was duly authorized in accordance with such
4153 corporation's organic law;

4154 (g) As to each domestic or foreign eligible entity that is
4155 a party to the merger and that is not a domestic or foreign
4156 corporation, a statement that the participation of the eligible
4157 entity in the merger was duly authorized in accordance with such
4158 eligible entity's organic law; and

4159 (h) If the survivor is not a domestic or foreign
4160 corporation or other eligible entity that has been organized as
4161 a nonprofit entity under a governing statute or other applicable
4162 law that allows such a merger, as to each domestic corporation
4163 that is a party to the merger, a statement that it does not hold
4164 any property for a charitable purpose.

4165 (2) In addition to the requirements of subsection (1),
4166 articles of merger may contain any other provision not
4167 prohibited by law.

4168 (3) The articles of merger shall be delivered to the
4169 department for filing, and, subject to subsection (4), the
4170 merger must take effect on the effective date determined in
4171 accordance with s. 617.0123.

4172 (4) With respect to a merger in which one or more foreign
4173 entities is a party or a foreign corporation created by the
4174 merger is the survivor, the merger itself becomes effective at
4175 the later of:

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4176 (a) When all documents required to be filed in all foreign
 4177 jurisdictions to effect the merger have become effective; or

4178 (b) When the articles of merger take effect.

4179 (5) Articles of merger required to be filed under this
 4180 section may be combined with any filing required under the
 4181 organic law governing any other domestic eligible entity
 4182 involved in the transaction if the combined filing satisfies the
 4183 requirements of both this section and the other organic law.

4184 Section 63. Section 617.1106, Florida Statutes, is amended
 4185 to read:

4186 (Substantial rewording of section.
 4187 See s. 617.1106, F.S., for present text.)

4188 617.1106 Effect of merger.—

4189 (1) When a merger becomes effective:

4190 (a) The domestic or foreign eligible entity that is
 4191 designated in the plan of merger as the survivor continues or
 4192 comes into existence, as the case may be;

4193 (b) The separate existence of every merging entity, other
 4194 than the survivor, ceases;

4195 (c) All property owned by, and every contract right and
 4196 other right possessed by, each merging entity vests in the
 4197 survivor, without transfer, reversion, or impairment;

4198 (d) All debts, obligations, and other liabilities of each
 4199 merging entity become debts, obligations, and liabilities of the
 4200 survivor;

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4201 (e) The name of the survivor may be, but need not be,
 4202 substituted in any pending proceeding for the name of any party
 4203 to the merger whose separate existence ceased in the merger;

4204 (f) Neither the rights of creditors nor any liens upon the
 4205 property of any corporation party to the merger are impaired by
 4206 such merger;

4207 (g) If the survivor is a domestic eligible entity, the
 4208 articles of incorporation and bylaws or the organic rules of the
 4209 survivor are amended to the extent provided in the plan of
 4210 merger;

4211 (h) The articles of incorporation and bylaws or the
 4212 organic rules of a survivor that is a domestic eligible entity
 4213 and is created by the merger become effective;

4214 (i) The interests of each merging entity which are to be
 4215 canceled or converted in the merger are canceled or converted,
 4216 and the interest holders of those interests are entitled only to
 4217 the rights provided to them under the plan of merger and to any
 4218 appraisal rights they have under the merging entity's organic
 4219 law;

4220 (j) Except as provided by law or the plan of merger, all
 4221 the rights, privileges, franchises, and immunities of each
 4222 eligible entity that is a party to the merger, other than the
 4223 survivor, become the rights, privileges, franchises, and
 4224 immunities of the survivor; and

4225 (k) If the survivor exists before the merger:

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4226 1. All the property and contract and other rights of the
 4227 survivor remain its property and contract and other rights
 4228 without transfer, reversion, or impairment;

4229 2. The survivor remains subject to all of its debts,
 4230 obligations, and other liabilities; and

4231 3. Except as provided by law or the plan of merger, the
 4232 survivor continues to hold all of its rights, privileges,
 4233 franchises, and immunities.

4234 (2) Except as provided in the organic law governing a
 4235 party to a merger or in its articles of incorporation or organic
 4236 rules, the merger does not give rise to any rights that any
 4237 interest holder or third party would have upon a dissolution,
 4238 liquidation, or winding up of that party. The merger does not
 4239 require a party to the merger to wind up its affairs and does
 4240 not constitute or cause its dissolution or termination.

4241 (3) Property held in trust or otherwise dedicated to a
 4242 charitable purpose and held by a domestic or foreign eligible
 4243 entity immediately before a merger becomes effective may not, as
 4244 a result of the merger, be diverted from the purposes for which
 4245 it was donated, granted, devised, or otherwise transferred
 4246 except pursuant to the laws of this state addressing cy pres or
 4247 dealing with nondiversion of charitable assets.

4248 (4) Any bequest, devise, gift, grant, or promise contained
 4249 in a will or other instrument of donation, subscription, or
 4250 conveyance which is made to an eligible entity that is a party

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4251 to a merger that is not the survivor and which takes effect or
 4252 remains payable after the merger inures to the survivor.

4253 (5) A trust obligation that would govern property if the
 4254 property is directed to be transferred to a nonsurviving
 4255 eligible entity applies to property that is to be transferred
 4256 instead to the survivor after a merger becomes effective.

4257 Section 64. Section 617.1107, Florida Statutes, is amended
 4258 to read:

4259 617.1107 Merger of domestic and foreign corporations.—

4260 ~~(1) One or more foreign corporations and one or more~~
 4261 ~~domestic corporations may be merged into a corporation of this~~
 4262 ~~state or of another jurisdiction if such merger is permitted by~~
 4263 ~~the laws of the jurisdiction under which each such foreign~~
 4264 ~~corporation is organized and if:~~

4265 ~~(a) Each foreign corporation complies with the applicable~~
 4266 ~~laws of the jurisdiction under which it is organized; and~~

4267 ~~(b) Each domestic corporation complies with the provisions~~
 4268 ~~of this act relating to the merger of domestic corporations.~~

4269 ~~(2)~~ Following a merger in accordance with s. 617.1101, if
 4270 the surviving eligible entity is a foreign eligible entity
 4271 corporation is to be governed by the laws of any jurisdiction
 4272 other than this state, it must comply with the provisions of
 4273 this chapter act with respect to foreign corporations if it is
 4274 to conduct its affairs in this state, and in every case it will
 4275 be deemed to have filed with the department of State:

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4276 (a) An agreement that it may be served with process in
 4277 this state in any proceeding for the enforcement of any
 4278 obligation of any domestic corporation which is a party to such
 4279 merger; and

4280 (b) An irrevocable appointment of the department ~~of State~~
 4281 ~~of this state~~ as its agent to accept service of process in any
 4282 such proceeding.

4283 (2)-(3) Following a merger in accordance with s. 617.1101,
 4284 if the surviving eligible entity is a corporation ~~is~~ to be
 4285 governed by the laws of this state, the effect of such merger is
 4286 the same as in the case of the merger of domestic corporations.
 4287 If the surviving eligible entity ~~corporation~~ is to be governed
 4288 by the laws of any jurisdiction other than this state, the
 4289 effect of such merger is governed by the laws of such other
 4290 jurisdiction.

4291 ~~(4) At any time prior to the filing of the articles of~~
 4292 ~~merger by the Department of State, the merger may be abandoned~~
 4293 ~~pursuant to provisions therefor, if any, set forth in the plan~~
 4294 ~~of merger.~~

4295 Section 65. Section 617.1202, Florida Statutes, is amended
 4296 to read:

4297 617.1202 Sale, lease, exchange, or other disposition of
 4298 corporate property and assets requiring member approval. ~~A sale,~~
 4299 ~~lease, exchange, or other disposition of all or substantially~~
 4300 ~~all of the property and assets of a corporation, in all cases~~

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4301 ~~other than those not requiring member approval as specified in~~
4302 ~~s. 617.1201, may be made upon such terms and conditions and for~~
4303 ~~such consideration, which may consist in whole or in part of~~
4304 ~~money or property, real or personal, including shares, bonds, or~~
4305 ~~other securities of any corporation or corporations for profit,~~
4306 ~~domestic or foreign, and must be authorized in the following~~
4307 ~~manner:~~

4308 (1) If a ~~the~~ corporation has members entitled to vote, the
4309 corporation may sell, lease, exchange, or otherwise dispose of
4310 all, or substantially all, of its property, with or without good
4311 will, on the terms and conditions and for the consideration
4312 determined by the corporation's board of directors, but only if
4313 the board of directors proposes and its members approve the
4314 proposed transaction in the following manner: ~~on the sale,~~
4315 ~~lease, exchange, or other disposition of corporate property, the~~
4316 ~~board of directors must adopt a resolution approving such sale,~~
4317 ~~lease, exchange, or other disposition, and directing that it be~~
4318 ~~submitted to a vote at a meeting of members entitled to vote~~
4319 ~~thereon, which may be either an annual or special meeting.~~
4320 ~~Written notice stating that the purpose, or one of the purposes,~~
4321 ~~of such meeting is to consider the sale, lease, exchange, or~~
4322 ~~other disposition of all or substantially all of the property~~
4323 ~~and assets of the corporation must be given to each member~~
4324 ~~entitled to vote at such meeting in accordance with the articles~~
4325 ~~of incorporation or the bylaws. At such meeting, the members may~~

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4326 ~~authorize such sale, lease, exchange, or other disposition and~~
4327 ~~may approve or fix, or may authorize the board of directors to~~
4328 ~~fix, any or all of the terms and conditions thereof and the~~
4329 ~~consideration to be received by the corporation therefor. Such~~
4330 ~~authorization requires at least a majority of the votes which~~
4331 ~~members present at such meeting or represented by proxy are~~
4332 ~~entitled to cast. After such authorization by a vote of members,~~
4333 ~~the board of directors may, in its discretion, abandon such~~
4334 ~~sale, lease, exchange, or other disposition of assets, subject~~
4335 ~~to the rights of third parties under any contracts relating to~~
4336 ~~such sale, lease, exchange, or other disposition, without~~
4337 ~~further action or approval by members.~~

4338 (a) The board of directors shall first adopt a resolution
4339 approving the disposition, and thereafter, the disposition must
4340 also be approved by the corporation's members having voting
4341 rights thereon.

4342 (b) In submitting the disposition to the members who have
4343 voting rights for approval, the board of directors shall
4344 recommend the proposed transaction to the members of record
4345 unless the board of directors makes a determination that because
4346 of a conflict of interest or other special circumstances it
4347 should not make such a recommendation, in which event the board
4348 of directors shall inform the members of the basis for its so
4349 proceeding without such recommendation.

4350 (c) The board of directors may set conditions for approval

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4351 of the disposition or the effectiveness of the disposition.

4352 (d) If the disposition is required to be approved by the
4353 members under this subsection and if the approval is to be given
4354 at the meeting, the corporation must notify each member entitled
4355 to vote of the meeting of members at which the disposition is to
4356 be submitted for approval. The notice must state that the
4357 purpose, or one of the purposes, of the meeting is to consider
4358 the disposition and must contain a description of the
4359 disposition and the consideration to be received by the
4360 corporation.

4361 (e) Unless this chapter, the articles of incorporation, or
4362 the board of directors acting pursuant to paragraph (c) requires
4363 a greater vote or a greater quorum, the approval of the
4364 disposition shall require the approval of the members entitled
4365 to vote at a meeting at which the current required quorum exists
4366 consisting of a majority of all the votes entitled to be cast on
4367 the disposition.

4368 (2) After a disposition has been approved by the members
4369 under this section, and at any time before the disposition has
4370 been consummated, it may be abandoned by the corporation without
4371 action by the members, subject to any contractual rights of
4372 other parties to the disposition.

4373 (3) A disposition of assets in the course of dissolution
4374 is governed by ss. 617.1401-617.1440 and not by this section.

4375 (4) If the corporation has no members or if its members

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4376 are not entitled to vote thereon, a sale, lease, exchange, or
 4377 other disposition of all or substantially all the property and
 4378 assets of a corporation may be authorized by a majority vote of
 4379 the directors then in office.

4380 Section 66. Subsection (2) of section 617.1401, Florida
 4381 Statutes, is amended, and subsection (3) of that section is
 4382 reenacted, to read:

4383 617.1401 Voluntary dissolution of corporation prior to
 4384 conducting its affairs.—

4385 (2) Articles of dissolution must be executed in accordance
 4386 with s. 617.01201 and must set forth:

4387 (a) The name of the corporation;

4388 (b) The date of filing of its articles of incorporation;

4389 (c) That the corporation has not commenced to conduct its
 4390 affairs;

4391 (d) That no debts of the corporation remain unpaid; ~~and~~

4392 (e) That any net assets of the corporation remaining after
 4393 winding up have been distributed in accordance with s. 617.1406;
 4394 and

4395 (f) That the incorporator or a majority of the
 4396 incorporators or a majority of the directors, as the case may
 4397 be, authorized the dissolution.

4398 (3) The articles of dissolution must be filed and shall
 4399 become effective in accordance with s. 617.1403, may be revoked
 4400 in accordance with s. 617.1404, and shall have the effect

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4401 | prescribed in s. 617.1405.

4402 | Section 67. Section 617.1402, Florida Statutes, is amended
4403 | to read:

4404 | 617.1402 Dissolution of corporation subsequent to
4405 | conducting its affairs.—A corporation desiring to dissolve and
4406 | wind up its affairs must adopt a resolution to dissolve in the
4407 | following manner:

4408 | (1) If the corporation has members entitled to vote on a
4409 | resolution to dissolve, and unless the board of directors
4410 | determines that because of a conflict of interest or other
4411 | substantial reason it should not make any recommendation, the
4412 | board of directors must adopt a resolution recommending that the
4413 | corporation be dissolved and directing that the question of such
4414 | dissolution be submitted to a vote at a meeting of members
4415 | entitled to vote thereon, which may be either an annual or
4416 | special meeting. Written notice stating that the purpose, or one
4417 | of the purposes, of such meeting is to consider the advisability
4418 | of dissolving the corporation must be given to each member
4419 | entitled to vote at such meeting in accordance with the articles
4420 | of incorporation or the bylaws. A resolution to dissolve the
4421 | corporation must ~~shall~~ be adopted upon receiving at least a
4422 | majority of the votes which members present at such meeting or
4423 | represented by proxy are entitled to cast.

4424 | (2) If the corporation has no members or if its members
4425 | are not entitled to vote on a resolution to dissolve, the

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4426 dissolution of the corporation may be authorized at a meeting of
 4427 the board of directors by a majority vote of the directors then
 4428 in office.

4429 Section 68. Subsection (1) of section 617.1403, Florida
 4430 Statutes, is amended, and subsection (3) is added to that
 4431 section, to read:

4432 617.1403 Articles of dissolution.—

4433 (1) At any time after dissolution is authorized, the
 4434 corporation may dissolve by delivering to the department ~~of~~
 4435 ~~State~~ for filing articles of dissolution setting forth:

4436 (a) The name of the corporation;

4437 (b) If the corporation has members entitled to vote on
 4438 dissolution, the date of the meeting of members at which the
 4439 resolution to dissolve was adopted, a statement that the number
 4440 of votes cast for dissolution was sufficient for approval, or a
 4441 statement that such a resolution was adopted by written consent
 4442 and executed in accordance with s. 617.0701; and

4443 (c) If the corporation has no members or if its members
 4444 are not entitled to vote on dissolution, a statement of such
 4445 fact, the date of the adoption of such resolution by the board
 4446 of directors, the number of directors then in office, and the
 4447 vote for the resolution.

4448 (3) For purposes of ss. 617.1401-617.1422, the term
 4449 "dissolved corporation" means a corporation whose articles of
 4450 dissolution have become effective and includes a successor

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4451 entity, as defined in s. 617.01401.

4452 Section 69. Subsection (1) of section 617.1405, Florida
 4453 Statutes, is amended, subsections (5) and (6) are added to that
 4454 section, and subsection (4) of that section is reenacted, to
 4455 read:

4456 617.1405 Effect of dissolution.—

4457 (1) A ~~dissolved~~ corporation that has dissolved continues
 4458 its corporate existence but may not conduct its affairs except
 4459 to the extent appropriate to wind up and liquidate its affairs,
 4460 including:

4461 (a) Collecting its assets;

4462 (b) Disposing of its properties that will not be
 4463 distributed in kind pursuant to the plan of distribution of
 4464 assets adopted under s. 617.1406;

4465 (c) Discharging or making provision for discharging its
 4466 liabilities;

4467 (d) Distributing its remaining property in accordance with
 4468 the plan of distribution of assets adopted under s. 617.1406;

4469 and

4470 (e) Doing every other act necessary to wind up and
 4471 liquidate its affairs.

4472 (4) The name of a dissolved corporation is not available
 4473 for assumption or use by another corporation until 120 days
 4474 after the effective date of dissolution unless the dissolved
 4475 corporation provides the department with an affidavit, executed

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4476 pursuant to s. 617.01201, authorizing the immediate assumption
 4477 or use of the name by another corporation.

4478 (5) For purposes of this section, the circuit court may
 4479 appoint a trustee, custodian, receiver, or provisional director
 4480 as described in s. 617.1435 for any property owned or acquired
 4481 by the corporation who may engage in any act permitted in
 4482 accordance with subsection (1) if any director or officer of the
 4483 dissolved corporation is unwilling or unable to serve or cannot
 4484 be located.

4485 (6) Property held in trust or otherwise dedicated to a
 4486 public or charitable purpose may not be diverted from its trust
 4487 or charitable purpose by the dissolution of a corporation except
 4488 in compliance with and pursuant to the laws of this state
 4489 addressing cy pres or otherwise dealing with the nondiversion of
 4490 charitable assets.

4491 Section 70. Section 617.1406, Florida Statutes, is amended
 4492 to read:

4493 617.1406 Plan of distribution of assets.—A plan providing
 4494 for the distribution of assets, not inconsistent with this
 4495 chapter ~~act~~ or the articles of incorporation, must be adopted by
 4496 a corporation in the following manner:

4497 (1) If the corporation has members entitled to vote on a
 4498 plan of distribution of assets, the board of directors must
 4499 adopt a resolution recommending a plan of distribution and
 4500 directing its submission to a vote at a meeting of members

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4501 entitled to vote thereon, which may be either an annual or a
4502 special meeting. Written notice setting forth the proposed plan
4503 of distribution or a summary thereof must be given to each
4504 member entitled to vote at such meeting in accordance with the
4505 articles of incorporation or the bylaws. Such plan of
4506 distribution shall be adopted upon receiving at least a majority
4507 of the votes which the members present at such meeting or
4508 represented by proxy are entitled to cast.

4509 (2) If the corporation has no members or if its members
4510 are not entitled to vote on a plan of distribution, such plan
4511 may be adopted at a meeting of the board of directors by a
4512 majority vote of the directors then in office.

4513 (3) A plan of distribution of assets must provide that:

4514 (a) All liabilities and obligations of the corporation be
4515 paid and discharged, or adequate provisions be made therefor;

4516 (b) Assets held by the corporation upon condition
4517 requiring return, transfer, or conveyance, which condition
4518 occurs by reason of the dissolution, be returned, transferred,
4519 or conveyed in accordance with such requirements;

4520 (c) Assets received and held by the corporation subject to
4521 limitations permitting their use only for charitable, religious,
4522 ~~eleemosynary,~~ benevolent, educational, or similar purposes, but
4523 not held upon a condition requiring return, transfer, or
4524 conveyance by reason of the dissolution, be transferred or
4525 conveyed to one or more domestic or foreign corporations,

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4526 trusts, societies, or organizations engaged in activities
 4527 substantially similar to those of the dissolving corporation, as
 4528 provided in the plan of distribution of assets;

4529 (d) Other assets, if any, be distributed in accordance
 4530 with the ~~provisions of the~~ articles of incorporation or the
 4531 bylaws to the extent that the articles of incorporation or the
 4532 bylaws determine the distributive rights of members, or any
 4533 class or classes of members, or provide for distribution to
 4534 others; and

4535 (e) Any remaining assets be distributed to such persons,
 4536 trusts, societies, organizations, or domestic or foreign
 4537 corporations, whether for profit or not for profit, as specified
 4538 in the plan of distribution of assets.

4539 (4) A copy of the plan of distribution of assets,
 4540 authenticated by an officer of the corporation and containing
 4541 the officer's certificate of compliance with the requirements of
 4542 subsection (1) or subsection (2) must be filed with the
 4543 department ~~of State~~.

4544 Section 71. Section 617.1407, Florida Statutes, is amended
 4545 to read:

4546 617.1407 Unknown claims against dissolved corporation.—

4547 (1) A dissolved corporation or successor entity may
 4548 execute one of the following procedures to resolve payment of
 4549 unknown claims:

4550 (a) A dissolved corporation or successor entity may file

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4551 notice of its dissolution with the department on the form
 4552 prescribed by the department and request that persons with
 4553 ~~having~~ claims against the corporation which are not known claims
 4554 as defined in s. 617.1408(5) to the corporation or successor
 4555 entity present them in accordance with the notice. The notice
 4556 must:

4557 1. State the name of the corporation that is the subject
 4558 ~~and the date~~ of the dissolution;

4559 2. State that the corporation is the subject of a
 4560 dissolution and the effective date of the dissolution;

4561 3. Specify ~~Describe~~ the information that must be included
 4562 in a claim;

4563 4. State that a claim must be in writing and provide a
 4564 mailing address to which the claim may be sent; and

4565 ~~5.3.~~ State that a claim against the corporation under this
 4566 subsection will be ~~is~~ barred unless a proceeding to enforce the
 4567 claim is commenced within 4 years after the date of the filing
 4568 of the notice.

4569 (b) A dissolved corporation or successor entity may,
 4570 within 10 days after filing articles of dissolution with the
 4571 department, publish a "Notice of Corporate Dissolution." The
 4572 notice must appear once a week for 2 consecutive weeks in a
 4573 newspaper of general circulation in the county in the state in
 4574 which the corporation has its principal office, if any, or, if
 4575 none, in a county in the state in which the corporation owns

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4576 real or personal property. Such newspaper shall meet the
 4577 requirements as are prescribed by law for such purposes. The
 4578 notice must:

4579 1. State the name of the corporation that is the subject
 4580 ~~and the date of the~~ dissolution;

4581 2. State that the corporation is the subject of a
 4582 dissolution and the effective date of the dissolution;

4583 3. Specify ~~Describe~~ the information that must be included
 4584 in a claim;

4585 4. State that a claim must be in writing and provide a
 4586 mailing address to which the claim may be sent; and

4587 ~~5.3-~~ State that a claim against the corporation under this
 4588 subsection will be ~~is~~ barred unless a proceeding to enforce the
 4589 claim is commenced within 4 years after the filing ~~date of the~~
 4590 ~~second consecutive weekly publication~~ of the notice.

4591 (2) If the dissolved corporation or successor entity
 4592 complies with paragraph (1) (a) or paragraph (1) (b), unless
 4593 sooner barred by another statute limiting actions, the claim of
 4594 each of the following claimants is barred unless the claimant
 4595 commences a proceeding to enforce the claim against the
 4596 dissolved corporation within 4 years after the date of filing
 4597 the notice with the department or the date of the second
 4598 consecutive weekly publication, as applicable:

4599 (a) A claimant who was not given ~~did not receive~~ written
 4600 notice under s. 617.1408; ~~(9)~~, or whose claim is not provided for

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4601 ~~under s. 617.1408(10), regardless of whether such claim is based~~
 4602 ~~on an event occurring before or after the effective date of~~
 4603 ~~dissolution.~~

4604 (b) A claimant whose claim was timely sent to the
 4605 dissolved corporation but on which no action was taken; or-

4606 (c) A claimant whose claim was excluded as a known claim
 4607 as defined in s. 617.1408(5)(b).

4608 (3) This section does not preclude or relieve the
 4609 corporation from its notification to claimants otherwise set
 4610 forth in this chapter ~~A claim may be entered under this section:~~

4611 ~~(a) Against the dissolved corporation, to the extent of~~
 4612 ~~its undistributed assets; or~~

4613 ~~(b) If the assets have been distributed in liquidation,~~
 4614 ~~against a member of the dissolved corporation to the extent of~~
 4615 ~~such member's pro rata share of the claim or the corporate~~
 4616 ~~assets distributed to such member in liquidation, whichever is~~
 4617 ~~less; however, the aggregate liability of any member of a~~
 4618 ~~dissolved corporation may not exceed the amount distributed to~~
 4619 ~~the member in dissolution.~~

4620 Section 72. Section 617.1408, Florida Statutes, is amended
 4621 to read:

4622 (Substantial rewording of section.

4623 See s. 617.1408, F.S., for present text.)

4624 617.1408 Known claims against dissolved corporation.

4625 (1) A dissolved corporation or a successor entity may

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4626 dispose of the known claims against it by giving written notice
4627 that satisfies the requirements of subsection (2) to its known
4628 claimants of the dissolution at any time after the effective
4629 date of the dissolution, but no later than the date that is 270
4630 days before the date which is 3 years after the effective date
4631 of the dissolution.

4632 (2) The written notice must:

4633 (a) State the name of the corporation that is the subject
4634 of the dissolution;

4635 (b) State that the corporation is the subject of a
4636 dissolution and the effective date of the dissolution;

4637 (c) Specify the information that must be included in a
4638 claim;

4639 (d) State that a claim must be in writing and provide a
4640 mailing address where a claim may be sent;

4641 (e) State the deadline, which may not be less than 120
4642 days after the date of the written notice is received by the
4643 claimant, by which the dissolved corporation must receive the
4644 claim;

4645 (f) State that the claim will be barred if not received by
4646 the deadline;

4647 (g) State that the dissolved corporation or successor
4648 entity may make distributions thereafter to other claimants and
4649 the members of the corporation or persons interested as having
4650 been such claimants without further notice; and

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4651 (h) Be accompanied by a copy of ss. 617.1405-617.14091.
 4652 (3) A dissolved corporation or successor entity may
 4653 reject, in whole or in part, a claim submitted by a claimant and
 4654 received before the deadline specified in the written notice
 4655 pursuant to subsections (1) and (2) by mailing notice of the
 4656 rejection to the claimant, on or before the date that is the
 4657 earlier of 90 days after the dissolved corporation receives the
 4658 claim, or the date that is at least 150 days before the date
 4659 which is 3 years after the effective date of the dissolution. A
 4660 rejection notice sent by the dissolved corporation pursuant to
 4661 this subsection must state that the claim will be barred unless
 4662 the claimant, not later than 120 days after the claimant
 4663 receives the rejection notice, commences an action in the
 4664 circuit court in the applicable county against the dissolved
 4665 corporation to enforce the claim.
 4666 (4) A claim against a dissolved corporation is barred:
 4667 (a) If a claimant who is given written notice pursuant to
 4668 this section does not deliver the claim to the dissolved
 4669 corporation by the specified deadline; or
 4670 (b) If the claim was timely received by the dissolved
 4671 corporation but was timely rejected by the dissolved corporation
 4672 under subsection (3) and the claimant does not commence the
 4673 required action in the applicable county within 120 days after
 4674 the claimant receives the rejection notice.
 4675 (5) (a) For purposes of this chapter, "known claim" means

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4676 any claim or liability that, as of the date of the giving of
 4677 written notice described in subsections (1) and (2) above:

4678 1. Has matured sufficiently on or before the date of
 4679 dissolution to be legally capable of assertion against the
 4680 dissolved corporation; or

4681 2. Is unmatured as of the date of dissolution but will
 4682 mature in the future solely because of the passage of time.

4683 (b) For purposes of this chapter, "known claim" does not
 4684 include a contingent liability or a claim based on an event
 4685 occurring after the effective date of the dissolution.

4686 (6) The giving of any notice pursuant to this section does
 4687 not revive any claim then barred or constitute acknowledgment by
 4688 the dissolved corporation that any person to whom such notice is
 4689 sent is a proper claimant and does not operate as a waiver of
 4690 any defense or counterclaim in respect of any claim asserted by
 4691 any person to whom such notice is sent.

4692 Section 73. Section 617.1409, Florida Statutes, is created
 4693 to read:

4694 617.1409 Court proceedings.—

4695 (1) A dissolved corporation that has filed a notice under
 4696 s. 617.1407(1) (a) or published a notice under s. 617.1407(1) (b)
 4697 may file an application with the circuit court in the applicable
 4698 county for a determination of the amount and form of security to
 4699 be provided for payment of claims that are not known claims as
 4700 defined in s. 617.1408(5) but that, based on the facts known to

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4701 the dissolved corporation, are reasonably estimated to arise
4702 after the effective date of dissolution. Provisions need not be
4703 made for any claim that is or is reasonably anticipated to be
4704 barred under s. 617.1407(2).

4705 (2) Within 10 days after the filing of the application
4706 pursuant to subsection (1), notice of the proceeding must be
4707 given by the dissolved corporation to each claimant holding a
4708 claim whose identity and contingent claim is known to the
4709 dissolved corporation.

4710 (3) In any proceeding under this section, the court may
4711 appoint a guardian ad litem to represent all claimants whose
4712 identities are unknown. The reasonable fees and expenses of such
4713 guardian ad litem, including all reasonable expert witness fees,
4714 must be paid by the dissolved corporation.

4715 (4) Provisions by the dissolved corporation for security
4716 in the amount and the form ordered by the court under subsection
4717 (1) satisfies the dissolved corporation's obligations with
4718 respect to claims that are contingent, have not been made known
4719 to the dissolved corporation, or are based on an event occurring
4720 after the effective date of dissolution, and such claims may not
4721 be enforced against a person who received assets in liquidation.

4722 Section 74. Section 617.14091, Florida Statutes, is
4723 created to read:

4724 617.14091 Limitation on director liability for a dissolved
4725 corporation; claims against dissolved corporation; enforcement.-

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4726 (1) Directors of a dissolved corporation or governing
 4727 persons of a successor entity that has disposed of claims under
 4728 s. 617.1407, s. 617.1408, or s. 617.1409 are not personally
 4729 liable to the claimants of the dissolved corporation.

4730 (2) A claim that is not barred by s. 617.1407, s.
 4731 617.1408, or by any other law limiting claims, may be enforced:

4732 (a) Against the dissolved corporation, to the extent of
 4733 its undistributed assets; or

4734 (b) Except as provided in s. 617.1409(4), if the assets
 4735 have been distributed in liquidation, against a member of the
 4736 dissolved corporation to the extent of the member's pro rata
 4737 share of the claim or the corporate assets distributed to the
 4738 member in liquidation, whichever is less, provided that the
 4739 aggregate liability of any member of a dissolved corporation
 4740 arising under s. 617.1408 or otherwise may not exceed the total
 4741 amount distributed to the member in dissolution.

4742 Section 75. Subsection (1) of section 617.1420, Florida
 4743 Statutes, is amended, and subsections (3) and (4) are added to
 4744 that section, to read:

4745 617.1420 Grounds for administrative dissolution.—

4746 (1) The department ~~of State~~ may commence a proceeding
 4747 under s. 617.1421 to administratively dissolve a corporation if:

4748 (a) The corporation has failed to file its annual report
 4749 and pay the annual report filing fee by 5 p.m. Eastern Time on
 4750 the third Friday in September;

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4751 (b) The corporation is without a registered agent or
 4752 registered office in this state for 30 days or more;

4753 (c) The corporation does not notify the department ~~of~~
 4754 ~~State~~ within 30 days after its registered agent or registered
 4755 office has been changed, after its registered agent has
 4756 resigned, or after its registered office has been discontinued;

4757 (d) The corporation has failed to answer truthfully and
 4758 fully, within the time prescribed by this chapter act,
 4759 interrogatories propounded by the department ~~of State~~; or

4760 (e) The corporation's period of duration stated in its
 4761 articles of incorporation has expired.

4762 (3) If the department determines that one or more grounds
 4763 exist for administratively dissolving a corporation under
 4764 paragraph (1) (a), paragraph (1) (b), paragraph (1) (c), or
 4765 paragraph (1) (d), the department shall serve notice in a record
 4766 to the corporation of its intent to administratively dissolve
 4767 the corporation. Issuance of the notice may be made by
 4768 electronic transmission to a corporation that has provided the
 4769 department with an e-mail address.

4770 (4) If, within 60 days after sending the notice of intent
 4771 to administratively dissolve pursuant to subsection (3), a
 4772 corporation does not correct each ground for dissolution under
 4773 paragraph (1) (a), paragraph (1) (b), paragraph (1) (c), or
 4774 paragraph (1) (d), or demonstrate to the reasonable satisfaction
 4775 of the department that each ground determined by the department

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4776 does not exist, the department shall dissolve the corporation
 4777 administratively and issue to the corporation a notice in a
 4778 record of administrative dissolution that states the grounds for
 4779 dissolution. Issuance of the notice of administrative
 4780 dissolution may be made by electronic transmission to a
 4781 corporation that has provided the department with an e-mail
 4782 address.

4783 Section 76. Subsections (1), (2), and (4) of section
 4784 617.1421, Florida Statutes, are amended, and subsection (3) of
 4785 that section is reenacted, to read:

4786 617.1421 Procedure for and effect of administrative
 4787 dissolution.—

4788 (1) If the department ~~of State~~ determines that one or more
 4789 grounds exist under s. 617.1420 for administratively dissolving
 4790 a corporation, it shall serve the corporation with notice of its
 4791 intent under s. 617.0504(2) to administratively dissolve the
 4792 corporation. If the corporation has provided the department with
 4793 an e-mail ~~electronic mail~~ address, such notice shall be by
 4794 electronic transmission. Administrative dissolution for failure
 4795 to file an annual report shall occur on the fourth Friday in
 4796 September of each year. The department ~~of State~~ shall issue a
 4797 certificate of dissolution to each dissolved corporation.
 4798 Issuance of the certificate of dissolution may be by electronic
 4799 transmission to any corporation that has provided the department
 4800 with an e-mail ~~electronic mail~~ address.

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4801 (2) If the corporation does not correct each ground for
4802 dissolution under s. 617.1420(1)(b), (c), (d), or (e) or
4803 demonstrate to the reasonable satisfaction of the department ~~of~~
4804 ~~State~~ that each ground determined by the department does not
4805 exist within 60 days after issuance of the notice, the
4806 department shall administratively dissolve the corporation by
4807 issuing a certificate of dissolution that recites the ground or
4808 grounds for dissolution and its effective date. Issuance of the
4809 certificate of dissolution may be by electronic transmission to
4810 any corporation that has provided the department with an e-mail
4811 ~~electronic mail~~ address.

4812 (3) A corporation administratively dissolved continues its
4813 corporate existence but may not conduct any affairs except that
4814 necessary to wind up and liquidate its affairs under s. 617.1405
4815 and adopt a plan of distribution of assets pursuant to s.
4816 617.1406.

4817 (4) A director, officer, or agent of a corporation
4818 dissolved pursuant to this section, purporting to act on behalf
4819 of the corporation, is not personally liable for the debts,
4820 obligations, and liabilities of the corporation arising from
4821 such action and incurred subsequent to the corporation's
4822 administrative dissolution unless that officer, director, or
4823 agent only if he or she has actual notice of the administrative
4824 dissolution at the time such action is taken. Any; ~~but~~ such
4825 liability shall be terminated upon the ratification of such

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4826 | action by the corporation's board of directors or members
 4827 | subsequent to the reinstatement of the corporation.

4828 | Section 77. Section 617.1430, Florida Statutes, is amended
 4829 | to read:

4830 | 617.1430 Grounds for judicial dissolution.—A circuit court
 4831 | may dissolve a corporation or order such other remedy as
 4832 | provided in s. 617.1432 or s. 617.1434:

4833 | (1) (a) In a proceeding by the Department of Legal Affairs
 4834 | if it is established that:

4835 | 1. The corporation obtained its articles of incorporation
 4836 | through fraud; or

4837 | 2. The corporation has exceeded or abused, or is
 4838 | continuing to exceed or abuse ~~continued to exceed or abuse~~ the
 4839 | authority conferred upon it by law.

4840 | (b) The enumeration in paragraph (a) of grounds for
 4841 | judicial dissolution does not exclude actions or special
 4842 | proceedings by the Department of Legal Affairs or any state
 4843 | official for the annulment or dissolution of a corporation for
 4844 | other causes as provided by law.

4845 | (2) In a proceeding brought by at least 50 members or
 4846 | members holding at least 10 percent of the voting power,
 4847 | whichever is less, or by a member or group or percentage of
 4848 | members as otherwise provided in the articles of incorporation
 4849 | or bylaws, or by a director or any person authorized in the
 4850 | articles of incorporation, if it is established that:

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4851 (a) The directors are deadlocked in the management of the
 4852 corporate affairs, the members are unable to break the deadlock,
 4853 and irreparable injury to the corporation or its mission is
 4854 threatened or being suffered because of the deadlock;

4855 (b) The members are deadlocked in voting power and have
 4856 failed, for a period that includes at least two consecutive
 4857 annual meeting dates, to elect successors to directors whose
 4858 terms have expired or would have expired upon qualification of
 4859 their successors; ~~or~~

4860 (c) The corporate assets are being misapplied or wasted;

4861 (d) The directors or those in control of the corporation
 4862 have acted, are acting, or are reasonably expected to act in a
 4863 manner that is illegal or fraudulent; or

4864 (e) The corporation has insufficient assets to continue
 4865 its activities and is no longer able to assemble a quorum of
 4866 directors or members.

4867 (3) In a proceeding by a creditor if it is established
 4868 that:

4869 (a) The creditor's claim has been reduced to judgment, the
 4870 execution on the judgment returned unsatisfied, and the
 4871 corporation is insolvent; or

4872 (b) The corporation has admitted in writing that the
 4873 creditor's claim is due and owing and the corporation is
 4874 insolvent.

4875 (4) In a proceeding by the corporation to have its

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4876 | voluntary dissolution continued under court supervision.

4877 | Section 78. Section 617.1431, Florida Statutes, is amended
4878 | to read:

4879 | 617.1431 Procedure for judicial dissolution.—

4880 | (1) Venue for a proceeding brought under s. 617.1430 lies
4881 | in the circuit court of the applicable county ~~where the~~
4882 | ~~corporation's principal office is or was last located, as shown~~
4883 | ~~by the records of the Department of State, or, if none in this~~
4884 | ~~state, where its registered office is or was last located.~~

4885 | (2) It is not necessary to make members or directors
4886 | parties to a proceeding to dissolve a corporation unless relief
4887 | is sought against them individually.

4888 | (3) A court in a proceeding brought to dissolve a
4889 | corporation may issue injunctions, appoint a receiver or
4890 | custodian during the proceeding ~~pendente lite~~ with all powers
4891 | and duties the court directs, take other action required to
4892 | preserve the corporate assets wherever located, and carry on the
4893 | affairs of the corporation until a full hearing can be held.

4894 | (4) If the court determines that any party has commenced,
4895 | continued, or participated in a proceeding under s. 617.1430,
4896 | and has acted arbitrarily, frivolously, vexatiously, or in bad
4897 | faith, the court may award reasonable attorney fees and costs to
4898 | the other parties to the proceeding who have been affected
4899 | adversely by such actions.

4900 | Section 79. Subsections (1) through (5) of section

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4901 617.1432, Florida Statutes, are amended to read:
 4902 617.1432 Receivership or custodianship.—
 4903 (1) A court in a judicial proceeding brought under s.
 4904 617.1430 to dissolve a corporation may appoint one or more
 4905 receivers to wind up and liquidate, or one or more custodians to
 4906 manage, the affairs of the corporation, except as otherwise
 4907 provided herein. The court shall hold a hearing, after notifying
 4908 all parties to the proceeding and any interested persons
 4909 designated by the court, before appointing a receiver or
 4910 custodian. The court appointing a receiver or custodian has
 4911 exclusive jurisdiction over the corporation and all of its
 4912 property wherever located. A court may not appoint a custodian
 4913 or a receiver in a judicial proceeding brought under s.
 4914 617.1430(2)(a) or s. 617.1430(2)(b) if the members, directors,
 4915 or any person authorized in the articles of incorporation, by
 4916 agreement or otherwise, or a court pursuant to s. 617.1435, have
 4917 provided for the appointment of a provisional director or other
 4918 means for the resolution of the deadlock, but the court may
 4919 enforce the remedy so provided, if appropriate.
 4920 (2) The court may appoint a natural person or an eligible
 4921 entity ~~a corporation~~ authorized to act as a receiver or
 4922 custodian. The eligible entity ~~corporation~~ may be a domestic
 4923 ~~corporation~~ or a foreign eligible entity ~~corporation~~ authorized
 4924 to transact business in this state. The court may require the
 4925 receiver or custodian to post bond, with or without sureties, in

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4926 | an amount the court directs.

4927 | (3) The court shall describe the powers and duties of the
4928 | receiver or custodian in its appointing order, which may be
4929 | amended from time to time. Among other powers:

4930 | (a) The receiver:

4931 | 1. May dispose of all or any part of the assets of the
4932 | corporation wherever located, at a public or private sale, if
4933 | authorized by the court; and

4934 | 2. May sue and defend in the receiver's ~~his or her~~ own
4935 | name as receiver of the corporation in all courts of this state.

4936 | (b) The custodian may exercise all of the powers of the
4937 | corporation, through or in place of its board of directors or
4938 | officers, to the extent necessary to manage the affairs of the
4939 | corporation in the best interests of its members and creditors.

4940 | (4) The court during a receivership may redesignate the
4941 | receiver to act as a custodian, and during a custodianship may
4942 | redesignate the custodian to act as a receiver, if doing so is
4943 | consistent with the mission of the corporation and in the best
4944 | interests of the corporation, and its members, if any, and
4945 | creditors. The court may amend the order designating the
4946 | receiver as custodian and custodian as receiver as the court
4947 | deems appropriate.

4948 | (5) The court from time to time during the receivership or
4949 | custodianship may order compensation paid and expense
4950 | disbursements or reimbursements made to the receiver or

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4951 | custodian and ~~his or her~~ counsel for the receiver or custodian
 4952 | from the assets of the corporation or proceeds from the sale of
 4953 | the assets.

4954 | Section 80. Section 617.1433, Florida Statutes, is amended
 4955 | to read:

4956 | 617.1433 Judgment of dissolution.—

4957 | (1) If after a hearing in a proceeding under s. 617.1430
 4958 | the court determines that one or more grounds for judicial
 4959 | dissolution described in s. 617.1430 exist, it may enter a
 4960 | judgment dissolving the corporation and specifying the effective
 4961 | date of the dissolution, and the clerk of the court shall
 4962 | deliver a certified copy of the judgment to the department ~~of~~
 4963 | ~~State~~, which shall file it.

4964 | (2) After entering the judgment of dissolution, the court
 4965 | shall direct or oversee the winding up and liquidation of the
 4966 | corporation's affairs in accordance with ss. 617.1405 and
 4967 | 617.1406, and the notification of claimants in accordance with
 4968 | ss. 617.1407 and 617.1408, subject to ~~the provisions of~~
 4969 | subsection (3).

4970 | (3) In a proceeding for judicial dissolution, the court
 4971 | may require all creditors of the corporation to file with the
 4972 | clerk of the court or with the receiver, in such form as the
 4973 | court may prescribe, proofs under oath of their respective
 4974 | claims. If the court requires the filing of claims, it shall fix
 4975 | a date, which shall be not less than 4 months after the date of

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4976 the order, as the last day for filing of claims. The court shall
 4977 prescribe the method by which such notice for the deadline for
 4978 filing claims ~~that~~ shall be given to creditors and claimants.
 4979 Before ~~Prior to~~ the fixed date ~~so fixed~~, the court may extend
 4980 the time for the filing of claims by court order. Creditors and
 4981 claimants failing to file proofs of claim on or before the fixed
 4982 date ~~so fixed~~ may be barred, by order of court, from
 4983 participating in the distribution of the assets of the
 4984 corporation. ~~Nothing in~~ This section does not affect ~~affects~~ the
 4985 enforceability of any recorded mortgage or lien or the perfected
 4986 security interest or rights of a person in possession of real or
 4987 personal property.

4988 Section 81. Section 617.1434, Florida Statutes, is created
 4989 to read:

4990 617.1434 Alternative remedies to judicial dissolution.—

4991 (1) In a proceeding under s. 617.1430, the court may, as
 4992 an alternative to directing the dissolution of the corporation
 4993 and upon a showing of sufficient merit to warrant such remedy:

4994 (a) Appoint a receiver or a custodian during the
 4995 proceeding as provided in s. 617.1432;

4996 (b) Appoint a provisional director as provided in s.
 4997 617.1435; or

4998 (c) Make any order or grant any equitable relief other
 4999 than dissolution as in its discretion it may deem appropriate.

5000 (2) Alternative remedies, such as the appointment of a

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5001 receiver or custodian, may also be ordered upon a showing of
5002 sufficient merit to warrant such remedy, in advance of directing
5003 the dissolution of the corporation or, after a judgment of
5004 dissolution is entered, to assist in facilitating the winding up
5005 of the corporation.

5006 Section 82. Section 617.1435, Florida Statutes, is created
5007 to read:

5008 617.1435 Provisional director.—

5009 (1) (a) In a proceeding under s. 617.1430(2), the court may
5010 appoint a provisional director if it appears that such
5011 appointment will remedy the grounds alleged by the complaining
5012 members or director to support the jurisdiction of the court
5013 under s. 617.1430. A provisional director may be appointed
5014 notwithstanding the absence of a vacancy on the board of
5015 directors, and such director has all the rights and powers of a
5016 duly elected director, including the right to notice of and to
5017 vote at meetings of directors.

5018 (b) A provisional director retains the rights described in
5019 paragraph (a) until such time as the provisional director is
5020 removed by order of the court or, unless otherwise ordered by a
5021 court, removed by a vote of the members or directors sufficient
5022 either to elect a majority of the board of directors or, if
5023 greater than majority voting is required by the articles of
5024 incorporation or the bylaws, to elect the requisite number of
5025 directors needed to take action. A provisional director shall be

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5026 an impartial person who is neither a member nor a creditor of
 5027 the corporation or of any subsidiary or affiliate of the
 5028 corporation, and whose further qualifications, if any, may be
 5029 determined by the court.

5030 (2) The provisional director shall report to the court as
 5031 ordered by the court concerning the matter complained of, or the
 5032 status of the deadlock, if any, and of the status of the
 5033 corporation's affairs, as the court shall direct. A provisional
 5034 director is not liable for any action taken or decision made,
 5035 except as directors may be liable under s. 617.0831. In
 5036 addition, the provisional director must submit to the court, if
 5037 so directed, recommendations as to the appropriate disposition
 5038 of the action. Whenever a provisional director is appointed, any
 5039 officer or director of the corporation may petition the court
 5040 for instructions clarifying the duties and responsibilities of
 5041 such officer or director.

5042 (3) In any proceeding under which a provisional director
 5043 is appointed pursuant to this section, the court must allow
 5044 reasonable compensation to the provisional director for services
 5045 rendered and reimbursement or direct payment of reasonable costs
 5046 and expenses, which amounts shall be paid by the corporation.

5047 Section 83. Section 617.1440, Florida Statutes, is amended
 5048 to read:

5049 617.1440 Deposit with Department of Financial Services.—
 5050 Unless otherwise provided in ss. 617.1407-617.1409, assets of a

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5051 dissolved corporation that should be transferred to a creditor,
 5052 claimant, member of the corporation, or other person who cannot
 5053 be found or who is not competent to receive them must ~~shall~~ be
 5054 deposited, or reduced to cash and deposited, as appropriate,
 5055 within 6 months after the date fixed for the payment of the
 5056 final liquidating distribution, with the Department of Financial
 5057 Services for safekeeping, where such assets shall be held as
 5058 abandoned property. When the creditor, claimant, member, or
 5059 other person furnishes satisfactory proof of entitlement to the
 5060 amount or assets deposited, the Department of Financial Services
 5061 shall pay the creditor, claimant, member, or other person, or
 5062 their ~~him or her or his or her~~ representative for that creditor,
 5063 claimant, member or other person, that amount or those assets.

5064 Section 84. Section 617.15015, Florida Statutes, is
 5065 created to read:

5066 617.15015 Foreign corporation governing law.—

5067 (1) The laws of this state or other jurisdiction under
 5068 which a foreign corporation exists govern:

5069 (a) The organization and internal affairs of the foreign
 5070 corporation; and

5071 (b) The interest holder liability of its members.

5072 (2) A foreign corporation may not be denied a certificate
 5073 of authority by reason of a difference between the laws of its
 5074 jurisdiction of formation and the laws of this state.

5075 (3) A certificate of authority does not authorize a

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5076 foreign corporation to engage in any business or exercise any
 5077 power that a corporation may not engage in or exercise in this
 5078 state.

5079 Section 85. Subsection (4) of section 617.1502, Florida
 5080 Statutes, is amended, and subsections (6), (7), and (8) are
 5081 added to that section, to read:

5082 617.1502 Consequences of conducting affairs without
 5083 authority.—

5084 (4) A foreign corporation which conducts its affairs in
 5085 this state without authority to do so is ~~shall be~~ liable to this
 5086 state for the years or parts thereof during which it conducted
 5087 its affairs in this state without authority in an amount equal
 5088 to all fees and taxes which would have been imposed by this
 5089 chapter act upon such corporation had it duly applied for and
 5090 received authority to conduct its affairs in this state as
 5091 required by this chapter act. In addition to the payments ~~thus~~
 5092 prescribed in this subsection, such corporation is ~~shall be~~
 5093 liable for a civil penalty of not less than \$500 or more than
 5094 \$1,000 for each year or part thereof during which it conducts
 5095 its affairs in this state without a certificate of authority.
 5096 The department ~~of State~~ may collect all penalties due under this
 5097 subsection.

5098 (6) A member, an officer, or a director of a foreign
 5099 corporation is not liable for the debts, obligations, or other
 5100 liabilities of the foreign corporation solely because the

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5101 foreign corporation transacted business in this state without a
 5102 certificate of authority.

5103 (7) Section 617.15015(1) applies even if a foreign
 5104 corporation fails to have a certificate of authority to transact
 5105 business in this state.

5106 (8) If a foreign corporation transacts business in this
 5107 state without a certificate of authority or cancels its
 5108 certificate of authority, it appoints the Secretary of State as
 5109 its agent for service of process in proceedings and actions
 5110 arising out of the transaction of business in this state.

5111 Section 86. Subsections (1) and (3) of section 617.1503,
 5112 Florida Statutes, are amended to read:

5113 617.1503 Application for certificate of authority.—

5114 (1) A foreign corporation may apply for a certificate of
 5115 authority to conduct its affairs in this state by delivering an
 5116 application to the department ~~of State~~ for filing. Such
 5117 application must ~~shall~~ be made on forms prescribed and furnished
 5118 by the department ~~of State~~ and must ~~shall~~ set forth:

5119 (a) The name of the foreign corporation or, if its name is
 5120 unavailable for use in this state, a corporate name that
 5121 satisfies the requirements of s. 617.1506;

5122 (b) The jurisdiction under the law of which it is
 5123 incorporated;

5124 (c) Its date of incorporation and period of duration;

5125 (d) The purpose or purposes which it intends to pursue in

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5126 | this state and a statement that it is authorized to pursue such
 5127 | purpose or purposes in the jurisdiction of its incorporation;
 5128 | (e) The street address of its principal office;
 5129 | (f) The address of its registered office in this state and
 5130 | the name of its registered agent at that office;
 5131 | (g) The names and usual business addresses of its current
 5132 | directors and officers; and
 5133 | (h) Such additional information as may be necessary or
 5134 | appropriate in order to enable the department ~~of State~~ to
 5135 | determine whether such corporation is entitled to file an
 5136 | application for authority to conduct its affairs in this state
 5137 | and to determine and assess the fees and taxes payable as
 5138 | prescribed in this chapter ~~act~~.
 5139 | ~~(3) A foreign corporation may not be denied authority to~~
 5140 | ~~conduct its affairs in this state by reason of the fact that the~~
 5141 | ~~laws of the jurisdiction under which such corporation is~~
 5142 | ~~organized governing its organization and internal affairs differ~~
 5143 | ~~from the laws of this state.~~
 5144 | Section 87. Section 617.1504, Florida Statutes, is amended
 5145 | to read:
 5146 | 617.1504 Amended certificate of authority.—
 5147 | (1) A foreign corporation authorized to conduct its
 5148 | affairs in this state shall make application to the department
 5149 | ~~of State~~ to obtain an amended certificate of authority if it
 5150 | changes:

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- 5151 (a) Its corporate name;
- 5152 (b) The period of its duration;
- 5153 (c) The purpose or purposes which it intends to pursue in
5154 this state; ~~or~~
- 5155 (d) The jurisdiction of its incorporation; or
- 5156 (e) The name and street address in this state of the
5157 foreign corporation's registered agent in this state, unless the
5158 change was timely made in accordance with s. 617.1508.
- 5159 (2) Such application must ~~shall~~ be made within 90 days
5160 after the occurrence of any change mentioned in subsection (1),
5161 ~~shall be made~~ on forms prescribed by the department, and must
5162 ~~shall~~ be executed and filed in the same manner as an original
5163 application for authority, and must ~~shall~~ set forth:
- 5164 (a) The name of the foreign corporation as it appears on
5165 the department's records;
- 5166 (b) The jurisdiction of its incorporation;
- 5167 (c) The date it was authorized to conduct its affairs in
5168 this state;
- 5169 (d) If the name of the foreign corporation has changed,
5170 the name relinquished, the new name, a statement that the change
5171 of name has been effected under the laws of the jurisdiction of
5172 its incorporation, and the date the change was effected;
- 5173 (e) If the period of duration has changed, a statement of
5174 such change and the date the change was effected;
- 5175 (f) If the jurisdiction of incorporation has changed, a

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5176 statement of such change and the date the change was effected;
 5177 and

5178 (g) If the purposes that the foreign corporation intends
 5179 to pursue in this state have changed, a statement of such new
 5180 purposes, and a further statement that the foreign corporation
 5181 is authorized to pursue such purposes in the jurisdiction of its
 5182 incorporation.

5183 (3) The requirements of s. 617.1503 for obtaining an
 5184 original certificate of authority apply to obtaining an amended
 5185 certificate under this section unless the official having
 5186 custody of the foreign corporation's publicly filed records in
 5187 its jurisdiction of incorporation did not require an amendment
 5188 to effectuate the change on its records.

5189 (4) Subject to subsection (3), a foreign corporation
 5190 authorized to transact business in this state may make an
 5191 application to the department to obtain an amended certificate
 5192 of authority to add, remove, or change the name, title,
 5193 capacity, or address of an officer or director of the foreign
 5194 corporation.

5195 Section 88. Section 617.1505, Florida Statutes, is amended
 5196 to read:

5197 617.1505 Effect of certificate of authority.—

5198 (1) Unless the department determines that an application
 5199 for a certificate of authority does not comply with the filing
 5200 requirements of this chapter, upon payment of all filing fees, a

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5201 certificate of authority authorizes the foreign corporation to
 5202 which it is issued to conduct its affairs in this state subject,
 5203 however, to the right of the department ~~of State~~ to suspend or
 5204 revoke the certificate as provided in this chapter ~~act~~.

5205 (2) A foreign corporation with a valid certificate of
 5206 authority has the same but no greater rights and has the same
 5207 but no greater privileges as, and except as otherwise provided
 5208 by this chapter ~~act~~ is subject to the same duties, restrictions,
 5209 penalties, and liabilities now or later imposed on, a domestic
 5210 corporation of like character.

5211 ~~(3) This act does not authorize this state to regulate the~~
 5212 ~~organization or internal affairs of a foreign corporation~~
 5213 ~~authorized to conduct its affairs in this state.~~

5214 Section 89. Section 617.1506, Florida Statutes, is amended
 5215 to read:

5216 617.1506 Corporate name of foreign corporation.—

5217 (1) A foreign corporation whose name is unavailable under
 5218 or whose name does not otherwise comply with s. 617.0401 must
 5219 use an alternate name that complies with s. 617.0401 to transact
 5220 business in this state. An alternate name adopted for use in
 5221 this state must be cross-referenced to the actual name of the
 5222 foreign corporation in the records of the Division of
 5223 Corporations, provided that no cross-reference is required if
 5224 the alternate name involves no more than adding the suffix
 5225 "corporation" or "incorporated" or the abbreviation "Corp.," or

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5226 "Inc.," or the designation "Corp" or "Inc" to the name; provided
 5227 that the name of a foreign corporation may not contain the word
 5228 "company" or the abbreviation "co." If the actual name of the
 5229 foreign corporation subsequently becomes available in this state
 5230 and the foreign corporation elects to operate in this state
 5231 under its actual name, or the foreign corporation chooses to
 5232 change its alternate name, a record approving the election or
 5233 change, as the case may be, by its board of directors or by its
 5234 members if such members are entitled to vote on such a record,
 5235 and signed as required pursuant to s. 617.01201, must be
 5236 delivered to the department for filing ~~may not file an~~
 5237 ~~application for a certificate of authority unless the corporate~~
 5238 ~~name of such corporation satisfies the requirements of s.~~
 5239 ~~617.0401. To obtain or maintain a certificate of authority to~~
 5240 ~~transact business in this state, the foreign corporation:~~
 5241 ~~(a) May add the word "corporation" or "incorporated" or~~
 5242 ~~the abbreviation "corp." or "inc." or words of like import,~~
 5243 ~~which clearly indicate that it is a corporation instead of a~~
 5244 ~~natural person or partnership or other business entity; however,~~
 5245 ~~the name of a foreign corporation may not contain the word~~
 5246 ~~"company" or the abbreviation "co."; or~~
 5247 ~~(b) May use an alternate name to transact business in this~~
 5248 ~~state if its real name is unavailable. Any alternate corporate~~
 5249 ~~name adopted for use in this state must be cross-referenced to~~
 5250 ~~the real corporate name in the records of the Division of~~

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5251 ~~Corporations. If the real corporate name of the corporation~~
5252 ~~becomes available in this state or if the corporation chooses to~~
5253 ~~change its alternate name, a copy of the resolution of its board~~
5254 ~~of directors, changing or withdrawing the alternate name and~~
5255 ~~executed as required by s. 617.01201, must be delivered for~~
5256 ~~filing.~~

5257 (2) The corporate name, including the alternate name, of a
5258 foreign corporation must be distinguishable, within the records
5259 of the Division of Corporations, from:

5260 (a) Any corporate name of a corporation for profit
5261 incorporated or authorized to transact business in this state.

5262 (b) The alternate name of another foreign corporation
5263 authorized to transact business in this state.

5264 (c) The corporate name of a nonprofit ~~not-for-profit~~
5265 corporation incorporated or authorized to transact business in
5266 this state.

5267 (d) The names of all other entities or filings, except
5268 fictitious name registrations pursuant to s. 865.09, organized,
5269 or registered under the laws of this state, that are on file
5270 with the Division of Corporations.

5271 (3) A foreign corporation that adopts an alternate name
5272 under subsection (1) and obtains a certificate of authority with
5273 the alternate name need not comply with s. 865.09 with respect
5274 to the alternate name.

5275 (4) So long as a foreign corporation maintains a

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5276 certificate of authority with an alternate name, it may transact
 5277 business in this state under the alternate name unless the
 5278 foreign corporation is authorized under s. 865.09 to transact
 5279 business in this state under another name.

5280 (5) If a foreign corporation authorized to transact
 5281 business in this state changes its corporate name to one that
 5282 does not satisfy the requirements of s. 617.0401, such
 5283 corporation may not transact business in this state under the
 5284 changed name until the corporation adopts a name satisfying the
 5285 requirements of s. 617.0401 and obtains an amended certificate
 5286 of authority under s. 617.1504.

5287 (6) Notwithstanding this section, a foreign corporation
 5288 may register under a name that is not otherwise distinguishable
 5289 on the records of another entity registered with the department
 5290 if:

5291 (a) The other entity consents to the use and submits an
 5292 undertaking in a form satisfactory to the Secretary of State to
 5293 change its name to a name that is distinguishable upon the
 5294 records of the department from the name of the applying
 5295 corporation; or

5296 (b) The applicant delivers to the department a certified
 5297 copy of a final judgment of a court of competent jurisdiction
 5298 establishing the applicant's right to use the name applied for
 5299 in the state.

5300 Section 90. Subsections (2) and (3) of section 617.1507,

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5301 Florida Statutes, are amended, and subsection (4), (5), and (6)
 5302 are added to that section, to read:

5303 617.1507 Registered office and registered agent of foreign
 5304 corporation.—

5305 (2) Each initial A registered agent, and each ~~appointed~~
 5306 ~~pursuant to this section or a~~ successor registered agent
 5307 appointed pursuant to s. 617.1508 on whom process may be served
 5308 shall ~~each~~ file a statement in writing with the department ~~of~~
 5309 ~~State~~, in the ~~such~~ form and manner ~~as shall be~~ prescribed by the
 5310 department, accepting the appointment as a registered agent
 5311 while simultaneously with his or her being designated as the
 5312 registered agent. Such statement of acceptance shall state that
 5313 the registered agent is familiar with, and accepts, the
 5314 obligations of that position.

5315 (3) The duties of a registered agent are:

5316 (a) To forward to the foreign corporation at the address
 5317 most recently supplied to the registered agent by the foreign
 5318 corporation, a process, notice, or demand pertaining to the
 5319 foreign corporation which is served on or received by the
 5320 registered agent; and

5321 (b) If the registered agent resigns, to provide the
 5322 statement required under s. 617.1509 to the foreign corporation
 5323 at the address most recently supplied to the registered agent by
 5324 the foreign corporation ~~For purposes of this section,~~

5325 ~~"authorized entity" means:~~

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5326 ~~(a) A corporation for profit;~~
 5327 ~~(b) A limited liability company;~~
 5328 ~~(c) A limited liability partnership; or~~
 5329 ~~(d) A limited partnership, including a limited liability~~
 5330 ~~limited partnership.~~

5331 (4) The department shall maintain an accurate record of
 5332 the registered agents and registered offices for service of
 5333 process and promptly furnish any information disclosed thereby
 5334 upon request and payment of the required fee.

5335 (5) A foreign corporation may not prosecute or maintain
 5336 any action in a court in this state until the foreign
 5337 corporation complies with this section, pays to the department
 5338 the amounts required by this chapter, and, to the extent ordered
 5339 by a court of competent jurisdiction, pays to the department a
 5340 penalty of \$5 for each day it has failed to so comply, or \$500,
 5341 whichever is less.

5342 (6) A court may stay a proceeding commenced by a foreign
 5343 corporation until the corporation complies with this section.

5344 Section 91. Section 617.1508, Florida Statutes, is amended
 5345 to read:

5346 617.1508 Change of registered office and registered agent
 5347 of foreign corporation.—

5348 (1) A foreign corporation authorized to conduct its
 5349 affairs in this state may change its registered office or
 5350 registered agent by delivering to the department ~~of State~~ for

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5351 filing a statement of change that sets forth:

5352 (a) Its name;

5353 (b) The street address of its current registered office;

5354 (c) If the current registered office is to be changed, the
5355 street address of its new registered office;

5356 (d) The name of its current registered agent; and

5357 (e) If the current registered agent is to be changed, the
5358 name of its new registered agent and the new agent's written
5359 consent described in s. 617.1507(3), ~~(either on the statement or~~
5360 ~~attached to it,)~~ to the appointment;

5361 ~~(f) That, after the change or changes are made, the street~~
5362 ~~address of its registered office and the business office of its~~
5363 ~~registered agent will be identical; and~~

5364 ~~(g) That any such change was authorized by resolution duly~~
5365 ~~adopted by its board of directors or by an officer of the~~
5366 ~~corporation so authorized by the board of directors.~~

5367 (2) A statement of change is effective when filed by the
5368 department.

5369 (3) If a registered agent changes the name or street
5370 address of the registered agent's ~~his or her~~ business office,
5371 they ~~he or she~~ may change the name or street address of the
5372 registered office of any foreign corporation for which they are
5373 ~~he or she is~~ the registered agent by notifying the corporation
5374 in writing of the change and signing, ~~(either manually or in~~
5375 ~~facsimile,)~~ and delivering to the department ~~of State~~ for filing

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5376 a statement of change that complies with the requirements of
 5377 paragraphs (1) (a) - (e) ~~(1) (a) - (f)~~ and recites that the
 5378 corporation has been notified of the change.

5379 (4) The changes described in this section may also be made
 5380 on the foreign corporation's annual report or in an application
 5381 for reinstatement filed with the department under s. 617.1422.

5382 Section 92. Section 617.1509, Florida Statutes, is amended
 5383 to read:

5384 617.1509 Resignation of registered agent of foreign
 5385 corporation.—

5386 (1) The registered agent of a foreign corporation may
 5387 resign as agent ~~his or her agency appointment~~ by signing and
 5388 delivering to the department ~~of State~~ for filing a statement of
 5389 resignation and mailing a copy of such statement to the
 5390 corporation at the corporation's principal office address shown
 5391 in its most recent annual report or, if none, shown in its
 5392 application for a certificate of authority or other most
 5393 recently filed document. After delivering the statement of
 5394 resignation to the department for filing, the registered agent
 5395 must promptly mail a copy to the foreign corporation at its
 5396 current mailing address ~~The statement of resignation must state~~
 5397 ~~that a copy of such statement has been mailed to the corporation~~
 5398 ~~at the address so stated.~~ The statement of resignation may
 5399 include a statement that the registered office is also
 5400 discontinued.

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5401 (2) A registered agent is terminated upon the earlier of:
 5402 (a) The 31st day after the department files the statement
 5403 of resignation; or
 5404 (b) When a statement of change or other record designating
 5405 a new registered agent is filed with the department ~~The agency~~
 5406 ~~appointment is terminated as of the 31st day after the date on~~
 5407 ~~which the statement was filed and, unless otherwise provided in~~
 5408 ~~the statement, termination of the agency acts as a termination~~
 5409 ~~of the registered office.~~
 5410 (3) When a statement of resignation takes effect, the
 5411 registered agent ceases to have responsibility for a matter
 5412 thereafter tendered to them as agent for the foreign
 5413 corporation. The resignation does not affect contractual rights
 5414 that the foreign corporation has against the agent or that the
 5415 agent has against the foreign corporation.
 5416 (4) A registered agent may resign from a foreign
 5417 corporation regardless of whether the foreign corporation has
 5418 active status.
 5419 Section 93. Section 617.15091, Florida Statutes, is
 5420 created to read:
 5421 617.15091 Delivery of notice or other communication.—
 5422 (1) Except as otherwise provided in this chapter,
 5423 permissible means of delivery of a notice or other communication
 5424 includes delivery by hand, the United States Postal Service, a
 5425 commercial delivery service, and electronic transmission, all as

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5426 more particularly described in s. 617.0141.

5427 (2) Except as provided in subsection (3), delivery to the
 5428 department is effective only when a notice or other
 5429 communication is received by the department.

5430 (3) If a check is mailed to the department for payment of
 5431 an annual report fee, the check is deemed to have been received
 5432 by the department as of the postmark date appearing on the
 5433 envelope or package transmitting the check if the envelope or
 5434 the package is received by the department.

5435 Section 94. Section 617.1520, Florida Statutes, is amended
 5436 to read:

5437 (Substantial rewording of section.

5438 See s. 617.1520, F.S., for present text.)

5439 617.1520 Withdrawal and cancellation of certificate of
 5440 authority for foreign corporation.—

5441 (1) To cancel its certificate of authority to conduct
 5442 affairs in this state, a foreign corporation must deliver to the
 5443 department for filing a notice of withdrawal of certificate of
 5444 authority. The certificate of authority is canceled when the
 5445 notice of withdrawal becomes effective pursuant to s. 617.0123.
 5446 The notice of withdrawal of certificate of authority must be
 5447 signed by an officer or a director and state all of the
 5448 following:

5449 (a) The name of the foreign corporation as it appears on
 5450 the records with the department.

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5451 (b) The name of the foreign corporation's jurisdiction of
5452 incorporation.

5453 (c) The date the foreign corporation was authorized to
5454 conduct affairs in this state.

5455 (d) That the foreign corporation is withdrawing its
5456 certificate of authority in this state.

5457 (e) That the foreign corporation revokes the authority of
5458 its registered agent to accept service on its behalf and
5459 appoints the Secretary of State as its agent for service of
5460 process based on a cause of action arising during the time it
5461 was authorized to conduct its affairs in this state.

5462 (f) A mailing address and an e-mail address to which a
5463 party seeking to effectuate service of process may send a copy
5464 of any process served on the Secretary of State under paragraph
5465 (e).

5466 (g) A commitment to notify the department in the future of
5467 any change in its mailing address or e-mail address.

5468 (2) After the withdrawal of the foreign corporation is
5469 effective, service of process is on the Secretary of State using
5470 the procedures in s. 48.161 for service on the foreign
5471 corporation.

5472 Section 95. Section 617.1521, Florida Statutes, is created
5473 to read:

5474 617.1521 Withdrawal of certificate of authority deemed on
5475 conversion to domestic filing entity.—A foreign corporation

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5476 authorized to conduct affairs in this state that converts to a
 5477 domestic corporation or another domestic eligible entity that is
 5478 organized, incorporated, registered, or otherwise formed through
 5479 the delivery of a record to the department for filing is deemed
 5480 to have withdrawn its certificate of authority on the effective
 5481 date of the conversion.

5482 Section 96. Section 617.1522, Florida Statutes, is created
 5483 to read:

5484 617.1522 Withdrawal on dissolution, merger, or conversion
 5485 to certain non-filing entities.-

5486 (1) A foreign corporation that is authorized to conduct
 5487 affairs in this state that has dissolved and completed winding
 5488 up, has merged into a foreign eligible entity that is not
 5489 authorized to conduct affairs in this state, or has converted to
 5490 a domestic or foreign eligible entity that is not organized,
 5491 incorporated, registered, or otherwise formed through the public
 5492 filing of a record, must deliver a notice of withdrawal of
 5493 certificate of authority to the department for filing in
 5494 accordance with s. 617.1520.

5495 (2) After a withdrawal under this section of a foreign
 5496 corporation that has converted to another type of entity is
 5497 effective, service of process in any action or proceeding based
 5498 on a cause of action arising during the time the foreign
 5499 corporation was authorized to conduct affairs in this state may
 5500 be made pursuant to s. 617.1510.

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5501 Section 97. Section 617.1523, Florida Statutes, is created
5502 to read:

5503 617.1523 Action against foreign corporation by Department
5504 of Legal Affairs.—The Department of Legal Affairs may maintain
5505 an action to enjoin a foreign corporation from conducting
5506 affairs in this state in violation of this chapter.

5507 Section 98. Section 617.1530, Florida Statutes, is amended
5508 to read:

5509 617.1530 ~~Grounds for~~ Revocation of certificate of
5510 authority to transact business.—

5511 (1) A ~~conduct~~ affairs.—The Department of State may
5512 commence a proceeding under s. ~~617.1531~~ to revoke the
5513 certificate of authority of a foreign corporation to transact
5514 business authorized to conduct its affairs in this state may be
5515 revoked by the department if:

5516 (a) ~~(1)~~ The foreign corporation does not deliver ~~has failed~~
5517 to file its annual report to with the department of State by 5
5518 p.m. Eastern Time on the third Friday in September of each
5519 year;—

5520 (b) ~~(2)~~ The foreign corporation does not pay a fee or
5521 penalty due to, ~~within~~ the department under time required by
5522 this chapter; ~~act, any fees, taxes, or penalties imposed by this~~
5523 act or other law.

5524 (c) ~~(3)~~ The foreign corporation does not appoint and
5525 maintain ~~is without~~ a registered agent as required by s.

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5526 | 617.1507; or registered office in this state for 30 days or
 5527 | more.

5528 | ~~(4) The foreign corporation does not notify the Department~~
 5529 | ~~of State under s. 617.1508 or s. 617.1509 that its registered~~
 5530 | ~~agent has resigned or that its registered office has been~~
 5531 | ~~discontinued within 30 days after the date of such resignation~~
 5532 | ~~or discontinuance.~~

5533 | (d)(5) The foreign corporation does not deliver for filing
 5534 | a statement of a change under s. 617.1508 within 30 days after
 5535 | the change in the name or address of the agent has occurred,
 5536 | unless, within 30 days after the change occurred, either:

5537 | 1. The registered agent files a statement of change under
 5538 | s. 617.1508; or

5539 | 2. The change was made in accordance with s. 617.1508(4)
 5540 | or s. 617.1504(1)(e);

5541 | (e) The foreign corporation has failed to amend its
 5542 | certificate of authority to reflect a change in its name on the
 5543 | records of the department or its jurisdiction of incorporation;

5544 | (f) The foreign corporation's period of duration stated in
 5545 | its articles of incorporation has expired;

5546 | (g) An incorporator, director, officer, or agent of the
 5547 | foreign corporation signs signed a document that he or she knew
 5548 | was false in a any material respect with the intent that the
 5549 | document be delivered to the department of State for filing;:-

5550 | (h)(6) The department receives a duly authenticated

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5551 certificate from the secretary of state or other official having
 5552 custody of corporate records in the jurisdiction under the law
 5553 of which the foreign corporation is incorporated stating that it
 5554 has been dissolved or is no longer active on the official's
 5555 record; or disappeared as the result of a merger.

5556 (i) ~~(7)~~ The foreign corporation has failed to answer
 5557 truthfully and fully, within the time prescribed by this chapter
 5558 act, interrogatories propounded by the department ~~of State~~.

5559 (2) Revocation of a foreign corporation's certificate of
 5560 authority for failure to file an annual report shall occur on
 5561 the fourth Friday in September of each year. The department
 5562 shall issue a notice in a record of the revocation to the
 5563 revoked foreign corporation. Issuance of the notice may be made
 5564 by electronic transmission to a foreign corporation that has
 5565 provided the department with an e-mail address.

5566 (3) If the department determines that one or more grounds
 5567 exist under paragraph (1) (b) for revoking a foreign
 5568 corporation's certificate of authority, the department shall
 5569 issue a notice in a record to the foreign corporation of the
 5570 department's intent to revoke the certificate of authority.
 5571 Issuance of the notice may be made by electronic transmission to
 5572 a foreign corporation that has provided the department with an
 5573 e-mail address.

5574 (4) If, within 60 days after the department sends the
 5575 notice of intent to revoke in accordance with subsection (3),

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5576 and the foreign corporation does not correct each ground for
5577 revocation or demonstrate to the reasonable satisfaction of the
5578 department that each ground determined by the department does
5579 not exist, the department shall revoke the foreign corporation's
5580 authority to transact business in this state and issue a notice
5581 in a record of revocation which states the grounds for
5582 revocation. Issuance of the notice may be made by electronic
5583 transmission to a foreign corporation that has provided the
5584 department with an e-mail address.

5585 (5) Revocation of a foreign corporation's certificate of
5586 authority does not terminate the authority of the registered
5587 agent of the corporation.

5588 Section 99. Section 617.15315, Florida Statutes, is
5589 created to read:

5590 617.15315 Reinstatement following revocation.—

5591 (1) A foreign corporation whose certificate of authority
5592 has been revoked pursuant to s. 617.1530 or former s. 617.1531
5593 may apply to the department for reinstatement at any time after
5594 the effective date of revocation of authority. The foreign
5595 corporation applying for reinstatement must submit all fees and
5596 penalties then owed by the foreign corporation at rates provided
5597 by law at the time the foreign corporation applies for
5598 reinstatement, together with an application for reinstatement
5599 prescribed and furnished by the department, which is signed by
5600 both the registered agent and an officer or director of the

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5601 foreign corporation and states:

5602 (a) The name under which the foreign corporation is
5603 authorized to conduct affairs in this state.

5604 (b) The street address of the foreign corporation's
5605 principal office and mailing address.

5606 (c) The jurisdiction of the foreign corporation's
5607 formation and the date on which it became qualified to conduct
5608 affairs in this state.

5609 (d) The foreign corporation's federal employer
5610 identification number or, if none, whether one has been applied
5611 for.

5612 (e) The name, title or capacity, and address of at least
5613 one officer or director of the foreign corporation.

5614 (f) Additional information that is necessary or
5615 appropriate to enable the department to carry out this chapter.

5616 (2) In lieu of the requirement to file an application for
5617 reinstatement as described in subsection (1), a foreign
5618 corporation whose certificate of authority has been revoked may
5619 submit all fees and penalties owed by the corporation at the
5620 rates provided by law at the time the corporation applies for
5621 reinstatement, together with a current annual report, signed by
5622 both the registered agent and an officer or director of the
5623 corporation, which contains the information described in
5624 subsection (1).

5625 (3) If the department determines that an application for

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5626 reinstatement contains the information required under subsection
5627 (1) or subsection (2) and that the information is correct, upon
5628 payment of all required fees and penalties, the department shall
5629 reinstate the foreign corporation's certificate of authority.

5630 (4) When a reinstatement becomes effective, it relates
5631 back to and takes effect as of the effective date of the
5632 revocation of authority, and the foreign corporation may operate
5633 in this state as if the revocation of authority had never
5634 occurred.

5635 (5) The name of the foreign corporation whose certificate
5636 of authority has been revoked is not available for assumption or
5637 use by another eligible entity until 1 year after the effective
5638 date of revocation of authority unless the corporation provides
5639 the department with a record signed as required by s. 617.01201,
5640 which authorizes the immediate assumption or use of the name by
5641 another eligible entity.

5642 (6) If the name of the foreign corporation applying for
5643 reinstatement has been lawfully assumed in this state by another
5644 eligible entity, the department must require the foreign
5645 corporation to comply with s. 617.1506 before accepting its
5646 application for reinstatement.

5647 Section 100. Section 617.1532, Florida Statutes, is
5648 amended to read:

5649 (Substantial rewording of section.
5650 See s. 617.1532, F.S., for present text.)

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5651 617.1532 Judicial review of denial of reinstatement.—
 5652 (1) If the department denies a foreign corporation's
 5653 application for reinstatement after revocation of its
 5654 certificate of authority, the department shall serve the foreign
 5655 corporation pursuant to s. 617.1510 with a written notice that
 5656 explains the reasons for the denial.
 5657 (2) Within 30 days after service of a notice of denial of
 5658 reinstatement, a foreign corporation may appeal the department's
 5659 denial by petitioning the Circuit Court of Leon County to set
 5660 aside the revocation. The petition must be served on the
 5661 department and contain a copy of the department's notice of
 5662 revocation, the foreign corporation's application for
 5663 reinstatement, and the department's notice of denial.
 5664 (3) The circuit court may order the department to
 5665 reinstate the certificate of authority of the foreign
 5666 corporation or take other action the court considers
 5667 appropriate.
 5668 (4) The circuit court's final decision may be appealed as
 5669 in other civil proceedings.
 5670 Section 101. Section 617.1601, Florida Statutes, is
 5671 amended to read:
 5672 617.1601 Corporate records.—
 5673 (1) A corporation shall maintain the following records:
 5674 (a) Its articles of incorporation, as currently in effect.
 5675 (b) Its bylaws, as currently in effect.

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5676 (c) If the corporation has members, the minutes of all
 5677 members' meetings and records of all action taken by members
 5678 without a meeting for the past 3 years.

5679 (d) The minutes of all meetings of its board of directors,
 5680 a record of all actions taken by the board of directors without
 5681 a meeting, and a record of all actions taken by a committee of
 5682 the board of directors in place of the board of directors on
 5683 behalf of the corporation.

5684 (e) If the corporation has members, all written
 5685 communications within the past 3 years to members generally or
 5686 to members of a class, including the financial statements
 5687 furnished for the past 3 years under s. 617.1605.

5688 (f) A list of the names and business street addresses, or
 5689 the home street addresses if there is no business street
 5690 address, of its current directors and officers.

5691 (g) Its most recent annual report delivered to the
 5692 department under s. 617.1622 ~~keep as records minutes of all~~
 5693 ~~meetings of its members and board of directors, a record of all~~
 5694 ~~actions taken by the members or board of directors without a~~
 5695 ~~meeting, and a record of all actions taken by a committee of the~~
 5696 ~~board of directors in place of the board of directors on behalf~~
 5697 ~~of the corporation.~~

5698 (2) A corporation shall maintain ~~aeccurate~~ accounting
 5699 records in a form that permits preparation of its financial
 5700 statements as required by s. 617.1605.

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5701 (3) If a corporation has members, a corporation or its
 5702 agent must ~~shall~~ maintain a record of its members in a form that
 5703 permits preparation of a list of the names and addresses, which
 5704 may be an e-mail address or other electronic contact
 5705 information, of all members in alphabetical order by class of
 5706 ~~voting~~ members. This subsection does not require the corporation
 5707 to include the e-mail address or other electronic contact
 5708 information of a member in such record.

5709 (4) A corporation shall maintain the its records specified
 5710 in this section in a manner that allows them to be made
 5711 available for inspection ~~written form or in another form capable~~
 5712 ~~of conversion into written form~~ within a reasonable time.

5713 ~~(5) A corporation shall keep a copy of the following~~
 5714 ~~records:~~

5715 ~~(a) Its articles of incorporation or restated articles of~~
 5716 ~~incorporation and all amendments to them currently in effect.~~

5717 ~~(b) Its bylaws or restated bylaws and all amendments to~~
 5718 ~~them currently in effect.~~

5719 ~~(c) The minutes of all members' meetings and records of~~
 5720 ~~all action taken by members without a meeting for the past 3~~
 5721 ~~years.~~

5722 ~~(d) Written communications to all members generally or all~~
 5723 ~~members of a class within the past 3 years, including the~~
 5724 ~~financial statements furnished for the past 3 years under s.~~
 5725 ~~617.1605.~~

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5726 ~~(e) A list of the names and business street, or home if~~
 5727 ~~there is no business street, addresses of its current directors~~
 5728 ~~and officers.~~

5729 ~~(f) Its most recent annual report delivered to the~~
 5730 ~~Department of State under s. 617.1622.~~

5731 Section 102. Section 617.1602, Florida Statutes, is
 5732 amended to read:

5733 617.1602 Inspection of records by members.—

5734 (1) A member of a corporation is entitled to inspect and
 5735 copy, during regular business hours at the corporation's
 5736 principal office or at a reasonable location specified by the
 5737 corporation, any of the records of the corporation described in
 5738 s. 617.1601(1) s. 617.1601(5), excluding minutes of meetings of,
 5739 and records of actions taken without a meeting by, the
 5740 corporation's board of directors and any committee of the
 5741 corporation, if the member delivers to ~~gives~~ the corporation
 5742 written notice of the member's ~~his or her~~ demand at least 5 ~~10~~
 5743 business days before the date on which the member ~~he or she~~
 5744 wishes to inspect and copy.

5745 (2) A member of a corporation is entitled to inspect and
 5746 copy, during regular business hours at a reasonable location
 5747 specified by the corporation, any of the following records of
 5748 the corporation if the member meets the requirements of
 5749 subsection (3) and gives the corporation written notice of the
 5750 member's ~~his or her~~ demand at least 5 ~~10~~ business days before

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5751 the date on which the member ~~he or she~~ wishes to inspect and
 5752 copy:

5753 (a) Excerpts from minutes of any meeting of, or records of
 5754 any actions taken without a meeting by, the corporation's board
 5755 of directors and board committees of the corporation maintained
 5756 in accordance with s. 617.1601(1)(d); ~~records of any action of~~
 5757 ~~a committee of the board of directors while acting in place of~~
 5758 ~~the board of directors on behalf of the corporation, minutes of~~
 5759 ~~any meeting of the members, and records of action taken by the~~
 5760 ~~members or board of directors without a meeting, to the extent~~
 5761 ~~not subject to inspection under subsection (1).~~

5762 (b) Accounting records of the corporation;~~;~~

5763 (c) The record of members maintained in accordance with s.
 5764 617.1601(3); and ~~;~~

5765 (d) Any other books and records.

5766 (3) A member may inspect and copy the records described in
 5767 subsection (2) only if:

5768 (a) The member's demand is made in good faith and for a
 5769 proper purpose;

5770 (b) The member's demand ~~member~~ describes with reasonable
 5771 particularity the member's ~~his or her~~ purpose and the records
 5772 the member ~~he or she~~ desires to inspect; and

5773 (c) The records are directly connected with the member's
 5774 purpose.

5775 (4) The corporation may impose reasonable restrictions on

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5776 the disclosure, use, or distribution of, and reasonable
 5777 obligations to maintain the confidentiality of, records
 5778 described in subsection (2).

5779 (5) For any meeting of members for which the record date
 5780 for determining members entitled to vote at the meeting is
 5781 different than the record date for notice of the meeting, any
 5782 person who becomes a member after the record date for notice of
 5783 the meeting and is entitled to vote at the meeting is entitled
 5784 to obtain from the corporation upon request the notice and any
 5785 other information provided by the corporation to members in
 5786 connection with the meeting, unless the corporation has made
 5787 such information generally available to members by posting it on
 5788 its website or by other generally recognized means. Failure of a
 5789 corporation to provide such information does not affect the
 5790 validity of action taken at the meeting.

5791 (6) The right of inspection granted by this section may
 5792 not be abolished or limited by a corporation's articles of
 5793 incorporation or bylaws.

5794 (7)~~(4)~~ This section does not affect:

5795 (a) The right of a member in litigation with the
 5796 corporation to inspect and copy records to the same extent as
 5797 any other litigant; or-

5798 (b) The power of a court, independently of this chapter,
 5799 to compel the production of corporate records for examination
 5800 and to impose reasonable restrictions as provided in s.

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5801 617.1604(3), provided that, in the case of production of records
 5802 described in subsection (2) at the request of the member, the
 5803 member has met the requirements of subsection (3).

5804 (8)-(5) A corporation may deny any demand for inspection
 5805 made pursuant to subsection (2) if the demand was made for an
 5806 improper purpose, or if the demanding member has within 2 years
 5807 preceding the member's ~~his or her~~ demand sold or offered for
 5808 sale any list of members of the corporation or any other
 5809 corporation, has aided or abetted any person in procuring any
 5810 list of members for any such purpose, or has improperly used any
 5811 information secured through any prior examination of the records
 5812 of the corporation or any other corporation.

5813 (9) A member may not sell or otherwise distribute any
 5814 information or records inspected under this section, except to
 5815 the extent that such use is for a proper purpose.

5816 (10) Without consent of the board of directors, a
 5817 membership list or any part thereof may not be obtained or used
 5818 by any person for any purpose unrelated to a member's interest
 5819 as a member. Without limiting the foregoing, without the consent
 5820 of the board, a membership list or any part thereof may not be:

5821 (a) Used to solicit money or property unless the money or
 5822 property will be used solely to solicit the votes of the
 5823 members;

5824 (b) Used for any commercial purpose; or

5825 (c) Sold to or purchased by any person.

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5826 (11)~~(6)~~ For purposes of this section, the term "member"
 5827 includes a beneficial owner whose beneficial interest is ~~shares~~
 5828 ~~are~~ held in a voting trust or by a nominee on the individual's
 5829 ~~his or her~~ behalf.

5830 (12)~~(7)~~ For purposes of this section, a "proper purpose"
 5831 means a purpose reasonably related to such person's interest as
 5832 a member.

5833 (13) The rights of a member to obtain records under
 5834 subsections (1) and (2) apply to the records of subsidiaries of
 5835 the corporation.

5836 Section 103. Section 617.1603, Florida Statutes, is
 5837 amended to read:

5838 617.1603 Scope of inspection right.—

5839 (1) A member's agent or attorney has the same inspection
 5840 and copying rights as the member ~~he or she~~ represents.

5841 (2) The corporation may, if deemed reasonable, satisfy the
 5842 right of a member to copy records under s. 617.1602 by
 5843 furnishing to the member copies by such means as are chosen by
 5844 the corporation, including furnishing copies through electronic
 5845 delivery ~~The right to copy records under s. 617.1602 includes,~~
 5846 ~~if reasonable, the right to receive copies made by photographic,~~
 5847 ~~xerographic, or other means.~~

5848 (3) The corporation may impose a reasonable charge,
 5849 covering the costs of labor and material, for copies of any
 5850 documents provided to the member. The charge may not exceed the

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5851 estimated cost of production or reproduction of the records. If
5852 the records are kept in other than written form, the corporation
5853 must ~~shall~~ convert such records into written form upon the
5854 request of any person entitled to inspect the same. The
5855 corporation shall bear the reasonable costs of converting any
5856 records described in s. 617.1601(1) ~~s. 617.1601(5)~~. The
5857 requesting member shall bear the costs, including the cost of
5858 compiling the information requested, incurred to convert any
5859 records described in s. 617.1602(2).

5860 (4) If requested by a member, the corporation shall comply
5861 with a member's demand to inspect the records of members under
5862 s. 617.1602(2)(c) by providing the member ~~him or her~~ with a list
5863 of its members of the nature described in s. 617.1601(3). Such a
5864 list must ~~shall~~ be compiled as of the last record date for which
5865 it has been compiled or as of a subsequent date if specified by
5866 the member.

5867 Section 104. Section 617.1604, Florida Statutes, is
5868 amended to read:

5869 617.1604 Court-ordered inspection.—

5870 (1) If a corporation does not, within a reasonable time,
5871 allow a member who complies with s. 617.1602 to inspect and copy
5872 any record, and the member complies with any prerequisites to
5873 inspection and copying imposed by this section, the member may
5874 apply to the circuit court in the county where the corporation's
5875 principal office, or, if none in this state, its registered

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5876 office, is located for an order to permit inspection and copying
 5877 of the records demanded. The court shall dispose of an
 5878 application under this subsection on an expedited ~~summary~~ basis.

5879 (2) If the court orders inspection or copying of the
 5880 records demanded, it shall also order the corporation and the
 5881 custodian of the particular records demanded to pay the member's
 5882 costs, including reasonable attorney ~~attorney's~~ fees, reasonably
 5883 incurred to obtain the order and enforce its rights under this
 5884 section unless the corporation establishes that the corporation,
 5885 ~~or the officer, director, or agent, as the case may be, provides~~
 5886 ~~that it or he or she~~ refused inspection in good faith because it
 5887 ~~or he or she~~ had:

5888 (a) A reasonable basis for doubt about the right of the
 5889 member to inspect or copy the records demanded; or

5890 (b) Required reasonable restrictions on the disclosure,
 5891 use, or distribution of, and reasonable obligations to maintain
 5892 the confidentiality of, such records demanded to which the
 5893 demanding member had been unwilling to agree.

5894 (3) If the court orders inspection or copying of the
 5895 records demanded, it may impose reasonable restrictions on their
 5896 confidentiality and the use or distribution of the records by
 5897 the demanding member.

5898 Section 105. Section 617.1605, Florida Statutes, is
 5899 amended to read:

5900 617.1605 Financial reports for members.—

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5901 (1) A corporation, upon a member's written demand, shall
5902 furnish that member its latest annual financial statements,
5903 which may be consolidated or combined statements of the
5904 corporation and one or more of its subsidiaries or affiliates,
5905 as appropriate, and which include a balance sheet as of the end
5906 of the fiscal year and a statement of operations for that year.
5907 If financial statements are prepared for the corporation on the
5908 basis of generally accepted accounting principles, the annual
5909 financial statements must also be prepared on such basis.

5910 (2) A corporation must deliver or make available the
5911 latest annual financial statements to such member within 5
5912 business days after the request if the annual financial
5913 statements have already been prepared and are available. If the
5914 annual financial statements have not been prepared for the
5915 fiscal year requested, the corporation must notify the member
5916 within 5 business days that the annual financial statements have
5917 not yet been prepared and must deliver or make available such
5918 annual financial statements to the member within 60 days after
5919 the corporation receives the request, or within such additional
5920 time thereafter as is reasonably necessary to enable the
5921 corporation to prepare its annual financial statements if, for
5922 reasons beyond the corporation's control, it is unable to
5923 prepare its annual financial statements within the prescribed
5924 period.

5925 (3) A corporation may fulfill its responsibilities under

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5926 this section by delivering the specified annual financial
5927 statements by posting the specified annual financial statements
5928 on its website or by any other generally recognized means.

5929 (4) Notwithstanding subsections (1), (2), and (3):

5930 (a) As a condition to delivering or making available
5931 annual financial statements to any requesting member, the
5932 corporation may require the requesting member to agree to
5933 reasonable restrictions on the confidentiality, use, and
5934 distribution of such annual financial statements; and

5935 (b) The corporation may, if it reasonably determines that
5936 the member's request is not made in good faith or for a proper
5937 purpose, decline to deliver or make available such annual
5938 financial statements to that member.

5939 (5) If a corporation does not respond to a member's
5940 request for annual financial statements pursuant to this section
5941 within the applicable period specified in subsection (2), all of
5942 the following apply:

5943 (a) The requesting member may apply to the circuit court
5944 in the applicable county for an order requiring delivery of or
5945 access to the requested annual financial statements. The court
5946 shall dispose of an application under this subsection on an
5947 expedited basis.

5948 (b) If the court orders delivery or access to the
5949 requested annual financial statements, it may impose reasonable
5950 restrictions on their confidentiality, use, or distribution.

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5951 (c) In such proceeding, if the corporation has declined to
5952 deliver or make available such annual financial statements
5953 because the member had been unwilling to agree to restrictions
5954 proposed by the corporation on the confidentiality, use, and
5955 distribution of such financial statements, the corporation has
5956 the burden of demonstrating that the restrictions proposed by
5957 the corporation were reasonable.

5958 (d) In such a proceeding, if the corporation has declined
5959 to deliver or make available such annual financial statements
5960 pursuant to this section, the corporation has the burden of
5961 demonstrating that it reasonably determined that the member's
5962 request was not made in good faith or for a proper purpose.

5963 (6) If the court orders delivery or access to the
5964 requested annual financial statements, it shall order the
5965 corporation to pay the member's expenses, including reasonable
5966 attorney fees, incurred to obtain such order unless the
5967 corporation establishes that it had refused delivery or access
5968 to the requested annual financial statements because the member
5969 had refused to agree to reasonable restrictions on the
5970 confidentiality, use, or distribution of the annual financial
5971 statements or that the corporation had reasonably determined
5972 that the member's request was not made in good faith or for a
5973 proper purpose.

5974 Section 106. Section 617.16051, Florida Statutes, is
5975 created to read:

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5976 617.16051 Inspection rights of directors.-
 5977 (1) A director of a corporation is entitled to inspect and
 5978 copy the books, records, and documents of the corporation at any
 5979 reasonable time to the extent reasonably related to the
 5980 performance of the director's duties as a director, including
 5981 duties as a member of a board committee, but not for any other
 5982 purpose or in any manner that would violate any duty to the
 5983 corporation or attorney-client privilege or work-product
 5984 privilege of the corporation.
 5985 (2) The circuit court of the applicable county may order
 5986 inspection and copying of the books, records, and documents at
 5987 the corporation's expense, upon application of a director who
 5988 has been refused such inspection rights, unless the corporation
 5989 establishes that the director is not entitled to such inspection
 5990 rights. The court shall dispose of an application under this
 5991 subsection on an expedited basis.
 5992 (3) If an order is issued, the court may include
 5993 provisions protecting the corporation from undue burden or
 5994 expense and prohibiting the director from using information
 5995 obtained upon exercise of the inspection rights in a manner that
 5996 would violate a duty to the corporation, and may also order the
 5997 corporation to reimburse the director for the director's costs,
 5998 including reasonable attorney fees, incurred in connection with
 5999 the application.
 6000 Section 107. Section 617.1622, Florida Statutes, is

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6001 amended to read:

6002 617.1622 Annual report for department ~~of State.~~

6003 (1) Each domestic corporation and each foreign corporation
 6004 authorized to transact business ~~conduct its affairs~~ in this
 6005 state shall deliver to the department ~~of State~~ for filing an a
 6006 ~~sworn~~ annual report, ~~on such form as the Department of State~~
 6007 ~~prescribes,~~ that states the following sets forth:

6008 (a) The name of the corporation or, if a foreign
 6009 corporation, the name under which the foreign corporation is
 6010 authorized to transact business in this state ~~and the state or~~
 6011 ~~country under the law of which it is incorporated;~~

6012 (b) The date of its incorporation and ~~or,~~ if a foreign
 6013 corporation, the jurisdiction of its incorporation and the date
 6014 on which it became qualified to transact business ~~was admitted~~
 6015 ~~to conduct its affairs~~ in this state;

6016 (c) The street address of its ~~the~~ principal office and the
 6017 mailing address of the corporation;

6018 (d) The corporation's or foreign corporation's federal
 6019 employer identification number, if any, or, if none, whether one
 6020 has been applied for;

6021 (e) The names and business street addresses of its
 6022 directors and principal officers; and

6023 (f) ~~The street address of its registered office in this~~
 6024 ~~state and the name of its registered agent at that office; and~~

6025 ~~(g)~~ Any such additional information that the department

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6026 has identified as ~~may be~~ necessary or appropriate to enable the
6027 department ~~of State~~ to carry out the provisions of this chapter
6028 ~~act~~.

6029 (2) If an annual report contains the name and address of a
6030 registered agent which differs from the information shown in the
6031 records of the department immediately before the annual report
6032 becomes effective, the differing information in the annual
6033 report is considered a statement of change under s. 617.0502 or
6034 s. 617.1508, as the case may be ~~The deposit of such report, on~~
6035 ~~or before May 1, in the United States mail in a sealed envelope,~~
6036 ~~properly addressed with postage prepaid, constitutes compliance~~
6037 ~~with subsection (1).~~

6038 (3) If an annual report does not contain the information
6039 required by this section ~~subsection (1)~~, the department ~~of State~~
6040 shall promptly notify the reporting domestic corporation or
6041 foreign corporation ~~in writing and return the report to it for~~
6042 ~~correction~~. If the report is corrected to contain the
6043 information required by subsection (1) and delivered to the
6044 department ~~of State~~ within 30 days after the effective date of
6045 notice, it will ~~is deemed to be~~ considered timely delivered
6046 ~~filed~~.

6047 (4) ~~Each annual report must be executed by the corporation~~
6048 ~~by an officer or director or, if the corporation is in the hands~~
6049 ~~of a receiver or trustee, must be executed on behalf of the~~
6050 ~~corporation by such receiver or trustee, and the signing of the~~

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6051 ~~annual report shall have the same legal effect as if made under~~
6052 ~~oath, without the necessity of appending such oath thereto.~~
6053 ~~(5)~~ The first annual report must be delivered to the department
6054 ~~of State~~ between January 1 and May 1 of the year following the
6055 calendar year in which a domestic corporation's articles of
6056 incorporation became effective or a foreign corporation obtained
6057 its certificate of authority to transact business in this state
6058 ~~corporation was incorporated or a foreign corporation was~~
6059 ~~authorized to conduct affairs.~~ Subsequent annual reports must be
6060 delivered to the department ~~of State~~ between January 1 and May 1
6061 of each the subsequent calendar year thereafter. If one or more
6062 forms of annual report are submitted for a calendar year, the
6063 department shall file each of them and make the information
6064 contained in them part of the official record. The first form of
6065 annual report filed in a calendar year shall be considered the
6066 annual report for that calendar year, and each report filed
6067 after that one in the same calendar year shall be treated as an
6068 amended report for that calendar year years.

6069 (5)~~(6)~~ Information in the annual report must be current as
6070 of the date the annual report is delivered to the department for
6071 filing ~~executed on behalf of the corporation.~~

6072 ~~(7)~~ If an additional report is received, the department
6073 shall file the document and make the information contained
6074 therein part of the official record.

6075 (6)~~(8)~~ Any domestic corporation or foreign corporation

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6076 that fails to file an annual report ~~that~~ which complies with the
6077 requirements of this section may not prosecute or maintain ~~or~~
6078 ~~defend~~ any action in any court of this state until the ~~such~~
6079 report is filed and all fees and penalties ~~taxes~~ due under this
6080 chapter act are paid, and ~~such corporation~~ is subject to
6081 dissolution or cancellation of its certificate of authority to
6082 transact business ~~conduct its affairs~~ as provided in this
6083 chapter act.

6084 (7)-(9) The department shall prescribe the forms, which may
6085 be in an electronic format, on which to make the annual report
6086 called for in this section and may substitute the uniform
6087 business report, pursuant to s. 606.06, as a means of satisfying
6088 the requirement of this chapter ~~section~~.

6089 (8) As a condition of a merger under s. 617.1101, each
6090 party to a merger which exists under the laws of this state, and
6091 each party to a merger which exists under the laws of another
6092 jurisdiction and has a certificate of authority to transact
6093 business or conduct its affairs in this state, must be active
6094 and current in filing its annual reports in the records of the
6095 department through December 31 of the calendar year in which the
6096 articles of merger are submitted to the department for filing.

6097 (9) As a condition of a conversion of an entity to a
6098 corporation under s. 617.1804, the entity, if it exists under
6099 the laws of this state or if it exists under the laws of another
6100 jurisdiction and has a certificate of authority to transact

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6101 business or conduct its affairs in this state, must be active
 6102 and current in filing its annual reports in the records of the
 6103 department through December 31 of the calendar year in which the
 6104 articles of conversion are submitted to the department for
 6105 filing.

6106 (10) As a condition of a conversion of a domestic
 6107 corporation to another type of entity under s. 617.1804, the
 6108 domestic corporation converting to the other type of entity must
 6109 be active and current in filing its annual reports in the
 6110 records of the department through December 31 of the calendar
 6111 year in which the articles of conversion are submitted to the
 6112 department for filing.

6113 (11) As a condition of domestication of a domestic
 6114 corporation into a foreign jurisdiction under s. 617.180301, the
 6115 domestic corporation domesticating into a foreign jurisdiction
 6116 must be active and current in filing its annual reports in the
 6117 records of the department through December 31 of the calendar
 6118 year in which the articles of domestication are submitted to the
 6119 department for filing.

6120 Section 108. Section 617.180301, Florida Statutes, is
 6121 created to read:

6122 617.180301 Domestication.—

6123 (1) By complying with this section and ss. 617.18031-
 6124 617.18034, as applicable, a foreign corporation may become a
 6125 domestic corporation if the domestication is permitted by the

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6126 | organic law of the foreign corporation.

6127 | (2) By complying with this section and ss. 617.18031-

6128 | 617.18034, as applicable, a domestic corporation may become a

6129 | foreign corporation pursuant to a plan of domestication if the

6130 | domestication is permitted by the organic law of the foreign

6131 | corporation.

6132 | (3) In a domestication under subsection (2), the

6133 | domesticating corporation must enter into a plan of

6134 | domestication. The plan of domestication must include:

6135 | (a) The name of the domesticating corporation;

6136 | (b) The name and governing jurisdiction of the

6137 | domesticated corporation;

6138 | (c) The manner and basis of cancelling or converting the

6139 | eligible interests or other rights of the domesticating

6140 | corporation into other eligible interests, other rights,

6141 | obligations, rights to acquire eligible interests, cash, other

6142 | property, other rights, or any combination of the foregoing of

6143 | the domesticated corporation;

6144 | (d) The proposed organic rules of the domesticated

6145 | corporation, which must be in writing; and

6146 | (e) The other terms and conditions of the domestication.

6147 | (4) In addition to the requirements of subsection (3), a

6148 | plan of domestication may contain any other provision not

6149 | prohibited by law.

6150 | (5) The terms of a plan of domestication may be made

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6151 dependent upon facts objectively ascertainable outside the plan
6152 in accordance with s. 617.01201(10).

6153 (6) If a protected agreement of a domesticating
6154 corporation in effect immediately before the domestication
6155 becomes effective contains a provision applying to a merger of
6156 the corporation and the agreement does not refer to a
6157 domestication of the corporation, the provision applies to a
6158 domestication of the corporation as if the domestication were a
6159 merger until such time as the provision is first amended after
6160 July 1, 2026.

6161 Section 109. Section 617.18031, Florida Statutes, is
6162 created to read:

6163 617.18031 Action on a plan of domestication.—In the case
6164 of a domestication of a domestic corporation into a foreign
6165 jurisdiction, the plan of domestication must be adopted in the
6166 following manner:

6167 (1) Except as otherwise provided in the articles of
6168 incorporation or bylaws, the plan of domestication must first be
6169 adopted by the board of directors of such domestic corporation.
6170 If the domesticating corporation does not have any members
6171 entitled to vote on the domestication, a plan of domestication
6172 is adopted by the corporation when it has been adopted by the
6173 board of directors pursuant to this section.

6174 (2) If the domesticating corporation has members entitled
6175 to vote on the domestication, the plan of domestication must be

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6176 approved by such members. In submitting the plan of
6177 domestication to the members for approval, the board of
6178 directors shall recommend that the members approve the plan,
6179 unless the board of directors makes a determination that because
6180 of conflicts of interest or other special circumstances it
6181 should not make such a recommendation, in which case the board
6182 of directors must inform the members of the basis for its so
6183 proceeding without such recommendation.

6184 (3) The board of directors may set conditions for approval
6185 of the plan of domestication by the members or the effectiveness
6186 of the plan of domestication.

6187 (4) If the plan of domestication is required to be
6188 approved by the members, and if the approval of the members is
6189 to be given at a meeting, the corporation must notify each
6190 member entitled to vote on the domestication of the meeting of
6191 members at which the plan of domestication is to be submitted
6192 for approval. The notice must state that the purpose, or one of
6193 the purposes, of the meeting is to consider the plan of
6194 domestication and must contain or be accompanied by a copy of
6195 the plan. The notice must include or be accompanied by a written
6196 copy of the organic rules of the domesticated corporation as
6197 they will be in effect immediately after the domestication.

6198 (5) Unless this chapter, the articles of incorporation,
6199 the bylaws, or the board of directors acting pursuant to
6200 subsection (3) require a greater vote or a greater quorum in the

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6201 respective case, approval of the plan of domestication requires:

6202 (a) The approval of the members entitled to vote on the
 6203 domestication at a meeting at which a quorum exists consisting
 6204 of a majority of the votes entitled to be cast on the plan; and

6205 (b) If any class of members is entitled to vote as a
 6206 separate group on the plan of domestication, the approval of
 6207 each class of members voting as a separate voting group at a
 6208 meeting at which a quorum of the voting group exists consisting
 6209 of a majority of the votes entitled to be cast on the plan by
 6210 that voting group.

6211 (6) The articles of incorporation may expressly limit or
 6212 eliminate the separate voting rights provided in paragraph
 6213 (5) (b) as to any class of members, except when the public
 6214 organic rules of the foreign corporation resulting from the
 6215 domestication include what would be in effect an amendment that
 6216 would entitle the class to vote as a separate voting group if it
 6217 were a proposed amendment of the articles of incorporation of a
 6218 domestic domesticating corporation.

6219 (7) If, as a result of a domestication, one or more
 6220 members of a domestic domesticating corporation would become
 6221 subject to interest holder liability, approval of the plan of
 6222 domestication must require the signing in connection with the
 6223 domestication, by each such member, of a separate written
 6224 consent to become subject to such interest holder liability,
 6225 unless in the case of a member that already has interest holder

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6226 liability with respect to the domesticating corporation, the
 6227 terms and conditions of the interest holder liability with
 6228 respect to the domesticated corporation are substantially
 6229 identical to those of the existing interest holder liability,
 6230 other than for changes that eliminate or reduce such interest
 6231 holder liability.

6232 (8) In addition to the adoption and approval of the plan
 6233 of domestication by the board of directors and any members
 6234 entitled to vote on the domestication as required by this
 6235 section, the plan of domestication must be approved in writing
 6236 by any person or group of persons whose approval is required
 6237 under the articles of incorporation or bylaws or whose approval
 6238 is required to amend the articles of incorporation or bylaws.

6239 Section 110. Section 617.18032, Florida Statutes, is
 6240 created to read:

6241 617.18032 Articles of incorporation; effectiveness.—

6242 (1) Articles of domestication must be signed by the
 6243 domesticating corporation after:

6244 (a) A plan of domestication of a domestic corporation has
 6245 been adopted and approved as required by this chapter; or

6246 (b) A foreign corporation that is the domesticating
 6247 corporation has approved a domestication as required by this
 6248 chapter and under the foreign corporation's organic law.

6249 (2) Articles of domestication must set forth:

6250 (a) The name of the domesticating corporation and its

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6251 governing jurisdiction;
6252 (b) The name and governing jurisdiction of the
6253 domesticated corporation; and
6254 (c)1. If the domesticating corporation is a domestic
6255 corporation, a statement that the plan of domestication was
6256 approved in accordance with this chapter; or
6257 2. If the domesticating corporation is a foreign
6258 corporation, a statement that the domestication was approved in
6259 accordance with its organic law.
6260 (3) If the domesticated corporation is to be a domestic
6261 corporation, articles of incorporation of the domesticated
6262 corporation that satisfy the requirements of s. 617.0202 must be
6263 attached to the articles of domestication. Provisions that would
6264 not be required to be included in restated articles of
6265 incorporation may be omitted from the articles of incorporation
6266 attached to the articles of domestication.
6267 (4) The articles of domestication shall be delivered to
6268 the department for filing and shall take effect on the effective
6269 date determined in accordance with s. 617.0123.
6270 (5) (a) If the domesticated corporation is a domestic
6271 corporation, the domestication becomes effective when the
6272 articles of domestication are effective.
6273 (b) If the domesticated corporation is a foreign
6274 corporation, the domestication becomes effective on the later of
6275 the date and time provided by the organic law of the

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6276 domesticated corporation or when the articles of domestication
 6277 are effective.

6278 (6) If the domesticating corporation is a foreign
 6279 corporation that is qualified to transact business in this state
 6280 under ss. 617.1501-617.1532, its certificate of authority is
 6281 automatically canceled when the domestication becomes effective.

6282 (7) A copy of the articles of domestication, certified by
 6283 the department, may be filed in the official records of any
 6284 county in this state in which the domesticating corporation
 6285 holds an interest in real property.

6286 Section 111. Section 617.18033, Florida Statutes, is
 6287 created to read:

6288 617.18033 Amendment of a plan of domestication;
 6289 abandonment.—

6290 (1) Except as otherwise provided in the plan of
 6291 domestication and before the articles of domestication have
 6292 taken effect, a plan of domestication of a domestic corporation
 6293 adopted under s. 617.180301(3) may be amended:

6294 (a) In the same manner as the plan of domestication was
 6295 approved, if the plan does not provide for the manner in which
 6296 it may be amended; or

6297 (b) In the manner provided in the plan of domestication,
 6298 except that an interest holder who was entitled to vote on or
 6299 consent to approval of the plan is entitled to vote on or
 6300 consent to any amendment of the plan which will change:

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6301 1. The amount or kind of eligible interests or other
 6302 rights, obligations, rights to acquire eligible interests, cash,
 6303 other property, other rights, or any combination of the
 6304 foregoing, to be received by any of the interest holders of the
 6305 domesticating corporation under the plan;

6306 2. The organic rules of the domesticated corporation that
 6307 are to be in writing and that will be in effect immediately
 6308 after the domestication becomes effective, except for changes
 6309 that do not require approval of the interest holder of the
 6310 domesticated corporation under its proposed organic rules as set
 6311 forth in the plan of domestication; or

6312 3. Any of the other terms or conditions of the plan, if
 6313 the change would adversely affect the interest holder in any
 6314 material respect.

6315 (2) After a plan of domestication has been adopted and
 6316 approved by a domestic corporation as required by this chapter,
 6317 and before the articles of domestication have become effective,
 6318 the plan may be abandoned by the corporation in the same manner
 6319 as the plan was approved by the corporation without action by
 6320 its interest holders in accordance with any procedures set forth
 6321 in the plan or, if no such procedures are set forth in the plan,
 6322 in the manner determined by the board of directors of the
 6323 domestic corporation.

6324 (3) If a domestication is abandoned after the articles of
 6325 domestication have been delivered to the department for filing

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6326 but before the articles of domestication become effective, a
 6327 statement of abandonment signed by the domesticating corporation
 6328 must be delivered to the department for filing before the
 6329 articles of domestication become effective. The statement shall
 6330 take effect upon filing, and the domestication shall be deemed
 6331 abandoned and may not become effective. The statement of
 6332 abandonment must contain:

- 6333 (a) The name of the domesticating corporation;
- 6334 (b) The date on which the articles of domestication were
 6335 filed by the department; and
- 6336 (c) A statement that the domestication has been abandoned
 6337 in accordance with this section.

6338 Section 112. Section 617.18034, Florida Statutes, is
 6339 created to read:

6340 617.18034 Effect of domestication.—

6341 (1) When a domestication becomes effective:

6342 (a) All real property and other property owned by the
 6343 domesticating corporation, including any interests therein and
 6344 all title thereto, and every contract right and other right
 6345 possessed by the domesticating corporation, are the property,
 6346 contract rights, and other rights of the domesticated
 6347 corporation without transfer, reversion, or impairment;

6348 (b) All debts, obligations, and other liabilities of the
 6349 domesticating corporation are the debts, obligations, and other
 6350 liabilities of the domesticated corporation;

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6351 (c) The name of the domesticated corporation may be, but
 6352 need not be, substituted for the name of the domesticating
 6353 corporation in any pending action or proceeding;

6354 (d) The organic rules of the domesticated corporation
 6355 become effective;

6356 (e) The eligible interests or other rights of the
 6357 domesticating corporation are cancelled or reclassified into
 6358 eligible interests or other rights, obligations, rights to
 6359 acquire eligible interests, cash, other property, or any
 6360 combination of the foregoing, in accordance with the terms of
 6361 the domestication, and the interest holders of the domesticating
 6362 corporation are entitled only to the rights provided to them by
 6363 those terms; and

6364 (f) The domesticated corporation is:

6365 1. Incorporated under and subject to the organic law of
 6366 the domesticated corporation;

6367 2. The same corporation, without interruption, as the
 6368 domesticating corporation; and

6369 3. Deemed to have been incorporated on the date the
 6370 domesticating corporation was originally incorporated.

6371 (2) Except as otherwise provided in the organic law or
 6372 organic rules of a domesticating foreign corporation, the
 6373 interest holder liability of an interest holder in a foreign
 6374 corporation that is domesticated into this state who had
 6375 interest holder liability with respect to such domesticating

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6376 corporation before the domestication becomes effective must be
6377 as follows:

6378 (a) The domestication does not discharge that prior
6379 interest holder liability with respect to any interest holder
6380 liabilities that arose before the domestication becomes
6381 effective.

6382 (b) The organic law of the domesticating corporation must
6383 continue to apply to the collection or discharge of any interest
6384 holder liabilities preserved by paragraph (a), as if the
6385 domestication had not occurred.

6386 (c) The interest holder shall have such rights of
6387 contribution from other persons as are provided by the organic
6388 law of the domesticating corporation with respect to any
6389 interest holder liabilities preserved by paragraph (a), as if
6390 the domestication had not occurred.

6391 (d) The interest holder may not, by reason of such prior
6392 interest holder liability, have interest holder liability with
6393 respect to any interest holder liabilities that are incurred
6394 after the domestication becomes effective.

6395 (3) An interest holder who becomes subject to interest
6396 holder liability in respect of the domesticated corporation as a
6397 result of the domestication has such interest holder liability
6398 only with respect to interest holder liabilities that arise
6399 after the domestication becomes effective.

6400 (4) A domestication does not constitute or cause the

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6401 dissolution of the domesticating corporation.

6402 (5) Property held in trust or otherwise dedicated to a
 6403 charitable purpose and held by a domestic or foreign corporation
 6404 immediately before a domestication becomes effective may not, as
 6405 a result of the domestication, be diverted from the purposes for
 6406 which it was donated, granted, devised, or otherwise transferred
 6407 except pursuant to the laws of this state addressing cy pres or
 6408 dealing with nondiversion of charitable assets.

6409 (6) A bequest, devise, gift, grant, or promise contained
 6410 in a will or other instrument of donation, subscription, or
 6411 conveyance which is made to the domesticating corporation, and
 6412 which takes effect or remains payable after the domestication
 6413 inures to the domesticated corporation.

6414 (7) A trust obligation that would govern property if
 6415 transferred to the domesticating corporation applies to property
 6416 that is to be transferred to the domesticated corporation after
 6417 the domestication takes effect.

6418 Section 113. Section 617.1804, Florida Statutes, is
 6419 created to read:

6420 617.1804 Conversion.—

6421 (1) By complying with this chapter, including being
 6422 eligible under s. 617.18041, adopting a plan of conversion in
 6423 accordance with s. 617.18042, and complying with s. 617.18043, a
 6424 domestic corporation may become:

6425 (a) A domestic eligible entity, other than a domestic

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6426 corporation; or

6427 (b) If the conversion is permitted by the organic law of
6428 the foreign eligible entity, a foreign eligible entity.

6429 (2) By complying with this section and ss. 617.18042-
6430 617.18046, as applicable, and applicable provisions of its
6431 organic law, a domestic eligible entity other than a domestic
6432 corporation may become a domestic corporation.

6433 (3) By complying with this section and ss. 617.18042-
6434 617.18046, as applicable, and by complying with the applicable
6435 provisions of its organic law, a foreign eligible entity may
6436 become a domestic corporation, but only if the organic law of
6437 the foreign eligible entity permits it to become a nonprofit
6438 corporation in another jurisdiction.

6439 (4) If a protected agreement of a domestic converting
6440 corporation in effect immediately before the conversion becomes
6441 effective contains a provision applying to a merger of the
6442 corporation that is a converting corporation and the agreement
6443 does not refer to a conversion of the corporation, the provision
6444 applies to a conversion of the corporation as if the conversion
6445 were a merger, until such time as the provision is first amended
6446 after July 1, 2026.

6447 Section 114. Section 617.18041, Florida Statutes, is
6448 created to read:

6449 617.18041 Limitation on conversion.—A domestic corporation
6450 that holds property for a charitable purpose is prohibited from

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6451 becoming a domestic eligible entity or a foreign eligible
 6452 entity, except by domestication to become a foreign corporation.

6453 Section 115. Section 617.18042, Florida Statutes, is
 6454 created to read:

6455 617.18042 Plan of conversion.—

6456 (1) A domestic corporation may convert to a domestic or
 6457 foreign eligible entity under this chapter by approving a plan
 6458 of conversion. The plan of conversion must include all of the
 6459 following:

6460 (a) The name of the domestic converting corporation.

6461 (b) The name, governing jurisdiction, and type of entity
 6462 of the converted eligible entity.

6463 (c) The manner and basis of canceling or converting the
 6464 eligible interests or other rights of the domestic corporation;
 6465 or the rights to acquire eligible interests, obligations, other
 6466 rights, or any combination of the foregoing of the domestic
 6467 corporation, into:

6468 1. Shares.

6469 2. Other securities.

6470 3. Eligible interests.

6471 4. Obligations.

6472 5. Rights to acquire shares, other securities, or eligible
 6473 interests.

6474 6. Cash.

6475 7. Other property.

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6476 8. Other rights.
6477 (d) The other terms and conditions of the conversion.
6478 (e) The full text, as it will be in effect immediately
6479 after the conversion becomes effective, of the organic rules of
6480 the converted eligible entity, which are to be in writing.

6481 (2) In addition to the requirements of subsection (1), a
6482 plan of conversion may contain any other provision not
6483 prohibited by law.

6484 (3) The terms of a plan of conversion may be made
6485 dependent upon facts objectively ascertainable outside the plan
6486 in accordance with s. 617.01201(10).

6487 Section 116. Section 617.18043, Florida Statutes, is
6488 created to read:

6489 617.18043 Action on a plan of conversion.—In the case of a
6490 conversion of a domestic corporation to a domestic or foreign
6491 eligible entity other than a domestic corporation, the plan of
6492 conversion must be adopted in the following manner:

6493 (1) Except as provided in the articles of incorporation or
6494 bylaws, the plan of conversion must first be adopted by the
6495 board of directors of such domestic corporation. If the
6496 converting corporation does not have any members entitled to
6497 vote on the conversion, a plan of conversion is adopted by the
6498 corporation when it has been adopted by the board of directors
6499 pursuant to this section.

6500 (2) (a) If the converting corporation has members entitled

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6501 to vote on the conversion, the plan of conversion must then be
6502 approved by such members.

6503 (b) In submitting the plan of conversion to the members
6504 for approval, the board of directors must recommend that the
6505 members approve the plan of conversion, unless the board of
6506 directors makes a determination that because of conflicts of
6507 interest or other special circumstances it should not make such
6508 a recommendation, in which case the board of directors must
6509 inform the members of the basis for proceeding without such
6510 recommendation.

6511 (3) The board of directors may set conditions for approval
6512 of the plan of conversion by the members or the effectiveness of
6513 the plan of conversion.

6514 (4) If a plan of conversion is required to be approved by
6515 the members, and if the approval of the members is to be given
6516 at a meeting, the corporation must notify each member entitled
6517 to vote on the conversion of the meeting of members at which the
6518 plan of conversion is to be submitted for approval. The notice
6519 must state that the purpose, or one of the purposes, of the
6520 meeting is to consider the plan of conversion and must contain
6521 or be accompanied by a copy of the plan. The notice must include
6522 or be accompanied by a written copy of the organic rules of the
6523 converted eligible entity as they will be in effect immediately
6524 after the conversion.

6525 (5) Unless this chapter, the articles of incorporation,

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6526 bylaws, or the board of directors acting pursuant to subsection
 6527 (3) require a greater vote or a greater quorum in the respective
 6528 case, approval of the plan of conversion requires:

6529 (a) The approval of the members entitled to vote on the
 6530 conversion at a meeting at which a quorum exists consisting of a
 6531 majority of the votes entitled to be cast on the plan; and

6532 (b) If any class of members is entitled to vote as a
 6533 separate group on the plan of conversion, the approval of each
 6534 class of members voting as a separate voting group at a meeting
 6535 at which a quorum of the voting group exists consisting of a
 6536 majority of the votes entitled to be cast on the plan by that
 6537 voting group.

6538 (6) If, as a result of the conversion, one or more members
 6539 of the converting domestic corporation would become subject to
 6540 interest holder liability, approval of the plan of conversion
 6541 must require the signing in connection with the conversion, by
 6542 each such member, of a separate written consent to become
 6543 subject to such interest holder liability, unless in the case of
 6544 a member that already has interest holder liability with respect
 6545 to the converting corporation, the terms and conditions of the
 6546 interest holder liability with respect to the converted entity
 6547 are substantially identical to those of the existing interest
 6548 holder liability, other than for changes that eliminate or
 6549 reduce such interest holder liability.

6550 (7) If the converted eligible entity is a partnership or

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6551 limited partnership, a member of the converting domestic
 6552 corporation may not, as a result of the conversion, become a
 6553 general partner of the partnership or limited partnership,
 6554 unless such member specifically consents in writing to becoming
 6555 a general partner of such partnership or limited partnership,
 6556 and, unless such written consent is obtained from each such
 6557 member, such conversion may not become effective under s.
 6558 617.18044. Any member providing such consent in writing is
 6559 deemed to have voted in favor of the plan of conversion pursuant
 6560 to which the member became a general partner.

6561 (8) In addition to the adoption and approval of the plan
 6562 of conversion by the board of directors and any members entitled
 6563 to vote on the conversion as required by this section, the plan
 6564 of conversion must also be approved in writing by any person or
 6565 group of persons whose approval is required under the articles
 6566 of incorporation or bylaws or whose approval is required to
 6567 amend the articles of incorporation or bylaws.

6568 Section 117. Section 617.18044, Florida Statutes, is
 6569 created to read:

6570 617.18044 Articles of conversion; effectiveness.—

6571 (1) After a plan of conversion of a domestic corporation
 6572 has been adopted and approved as required by this chapter, or a
 6573 domestic or foreign eligible entity, other than a domestic
 6574 corporation, that is the converting eligible entity has approved
 6575 a conversion as required by its organic law, articles of

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6576 conversion must be signed by the converting eligible entity as
 6577 required by s. 617.01201 and must:

6578 (a) State the name, governing jurisdiction, and type of
 6579 entity of the converting eligible entity;

6580 (b) State the name, governing jurisdiction, and type of
 6581 entity of the converted eligible entity;

6582 (c) If the converting eligible entity is:

6583 1. A domestic corporation, state that the plan of
 6584 conversion was approved in accordance with this chapter; or

6585 2. A domestic or foreign eligible entity other than a
 6586 domestic corporation, state that the conversion was approved by
 6587 the eligible entity in accordance with its organic law; and

6588 (d) If the converted eligible entity is:

6589 1. A domestic corporation or a domestic or foreign
 6590 eligible entity that is not a domestic corporation, attach the
 6591 public organic record of the converted eligible entity, except
 6592 that provisions that would not be required to be included in a
 6593 restated public organic record may be omitted; or

6594 2. A domestic limited liability partnership, attach the
 6595 filing or filings required to become a domestic limited
 6596 liability partnership.

6597 (2) If the converted eligible entity is a domestic
 6598 corporation, its articles of incorporation must satisfy the
 6599 requirements of s. 617.0202, except that provisions that would
 6600 not be required to be included in restated articles of

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6601 incorporation may be omitted from the articles of incorporation.
6602 If the converted eligible entity is a domestic eligible entity
6603 that is not a domestic corporation, its public organic record,
6604 if any, must satisfy the applicable requirements of the organic
6605 law of this state, except that the public organic record does
6606 not need to be signed.

6607 (3) The articles of conversion must be delivered to the
6608 department for filing and shall take effect on the effective
6609 date determined in accordance with s. 617.0123.

6610 (4) (a) If the converted eligible entity is a domestic
6611 eligible entity, the conversion becomes effective when the
6612 articles of conversion are effective.

6613 (b) If the converted eligible entity is a foreign eligible
6614 entity, the conversion becomes effective at the later of:

6615 1. The date and time provided by the organic law of that
6616 eligible entity; or

6617 2. When the articles of conversion take effect.

6618 (5) Articles of conversion required to be filed under this
6619 section may be combined with any filing required under the
6620 organic law of a domestic eligible entity that is the converting
6621 eligible entity or the converted eligible entity if the combined
6622 filing satisfies the requirements of both this section and the
6623 other organic law.

6624 (6) If the converting eligible entity is a foreign
6625 eligible entity that is authorized to transact business in this

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6626 state under a law similar to ss. 617.1501-617.1532, its foreign
 6627 qualification is canceled automatically on the effective date of
 6628 its conversion.

6629 (7) A copy of the articles of conversion, certified by the
 6630 department, may be filed in the official records of any county
 6631 in this state in which the converting eligible entity holds an
 6632 interest in real property.

6633 Section 118. Section 617.18045, Florida Statutes, is
 6634 created to read:

6635 617.18045 Amendment to a plan of conversion; abandonment.-

6636 (1) Except as otherwise provided in the plan of conversion
 6637 and before the articles of conversion have taken effect, a plan
 6638 of conversion of a converting eligible entity that is a domestic
 6639 corporation may be amended:

6640 (a) In the same manner as the plan of conversion was
 6641 approved, if the plan does not provide for the manner in which
 6642 it may be amended; or

6643 (b) In the manner provided in the plan of conversion,
 6644 except that an interest holder that was entitled to vote on or
 6645 consent to approval of the plan is entitled to vote on or
 6646 consent to any amendment of the plan which will change:

6647 1. The amount or kind of interests; obligations; rights to
 6648 acquire other interests; cash; other property; or any
 6649 combination of the foregoing, to be received by any of the
 6650 interest holders of the converting corporation under the plan;

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6651 2. The organic rules of the converted eligible entity
6652 which will be in effect immediately after the conversion becomes
6653 effective, except for changes that do not require approval of
6654 the eligible interest holders of the converted eligible entity
6655 under its organic law or organic rules; or

6656 3. Any other terms or conditions of the plan, if the
6657 change would adversely affect such interest holders in any
6658 material respect.

6659 (2) After a plan of conversion has been adopted and
6660 approved by a converting eligible entity that is a domestic
6661 corporation in the manner required by this chapter and before
6662 the articles of conversion become effective, the plan may be
6663 abandoned by the domestic corporation without action by its
6664 interest holders in accordance with any procedures set forth in
6665 the plan or, if no such procedures are set forth in the plan, in
6666 the manner determined by the board of directors of the domestic
6667 corporation.

6668 (3) If a conversion is abandoned after the articles of
6669 conversion have been delivered to the department for filing but
6670 before the articles of conversion have become effective, a
6671 statement of abandonment signed by the converting eligible
6672 entity must be delivered to the department for filing before the
6673 articles of conversion become effective. The statement takes
6674 effect upon filing, and the conversion is deemed abandoned and
6675 may not become effective. The statement of abandonment must

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6676 contain:

6677 (a) The name of the converting eligible entity;

6678 (b) The date on which the articles of conversion were
 6679 filed by the department; and

6680 (c) A statement that the conversion has been abandoned in
 6681 accordance with this section.

6682 Section 119. Section 617.18046, Florida Statutes, is
 6683 created to read:

6684 617.18046 Effect of conversion.—

6685 (1) When a conversion becomes effective:

6686 (a) All real property and other property owned by the
 6687 converting eligible entity, including any interest therein and
 6688 all title thereto, and every contract right and other right
 6689 possessed by the converting eligible entity remain the property,
 6690 contract rights, and other rights of the converted eligible
 6691 entity without transfer, reversion, or impairment;

6692 (b) All debts, obligations, and other liabilities of the
 6693 converting eligible entity remain the debts, obligations, and
 6694 other liabilities of the converted eligible entity;

6695 (c) The name of the converted eligible entity may be
 6696 substituted for the name of the converting eligible entity in
 6697 any pending action or proceeding;

6698 (d) If the converted eligible entity is a filing entity, a
 6699 domestic corporation, or a domestic or foreign corporation, its
 6700 public organic record and its private organic rules become

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6701 effective;
 6702 (e) If the converted eligible entity is a nonfiling
 6703 entity, its private organic rules become effective;
 6704 (f) If the converted eligible entity is a limited
 6705 liability partnership, the filing required to become a limited
 6706 liability partnership and its private organic rules become
 6707 effective;
 6708 (g) The shares; obligations; eligible interests; other
 6709 securities; and rights to acquire shares, obligations, eligible
 6710 interests, or other securities of the converting eligible entity
 6711 are reclassified into shares; obligations; eligible interests;
 6712 other securities; and rights to acquire shares, obligations,
 6713 eligible interests, or other securities; or eligible interests,
 6714 cash; other property; or any combination of the foregoing, in
 6715 accordance with the terms of the conversion, and the members or
 6716 interest holders of the converting eligible entity are entitled
 6717 only to the rights provided to them by those terms or under the
 6718 organic law of the converting eligible entity; and
 6719 (h) The converted eligible entity is:
 6720 1. Deemed to be incorporated or organized under and
 6721 subject to the organic law of the converted eligible entity;
 6722 2. Deemed to be the same entity without interruption as
 6723 the converting eligible entity; and
 6724 3. Deemed to have been incorporated or otherwise organized
 6725 on the date that the converting eligible entity was originally

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6726 incorporated or organized.

6727 (2) Except as otherwise provided in the articles of
6728 incorporation or bylaws of a domestic corporation or the organic
6729 law or organic rules of a domestic or foreign eligible entity
6730 other than a domestic corporation, a member or eligible interest
6731 holder who becomes subject to interest holder liability in
6732 respect of a domestic corporation or domestic or foreign
6733 eligible entity other than a domestic corporation as a result of
6734 the conversion shall have such interest holder liability only in
6735 respect of interest holder liabilities that arise after the
6736 conversion becomes effective.

6737 (3) Except as otherwise provided in the organic law or the
6738 organic rules of the domestic or foreign eligible entity, the
6739 interest holder liability of an interest holder in a converting
6740 eligible entity that converts to a domestic corporation who had
6741 interest holder liability in respect of such converting eligible
6742 entity before the conversion becomes effective is as follows:

6743 (a) The conversion does not discharge that prior interest
6744 holder liability with respect to any interest holder liabilities
6745 that arose before the conversion became effective.

6746 (b) The organic law of the eligible entity continues to
6747 apply to the collection or discharge of any interest holder
6748 liabilities preserved by paragraph (a), as if the conversion had
6749 not occurred.

6750 (c) The eligible interest holder has such rights of

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6751 contribution from other persons as are provided by the organic
 6752 law of the eligible entity with respect to any interest holder
 6753 liabilities preserved by paragraph (a), as if the conversion had
 6754 not occurred.

6755 (d) The eligible interest holder may not, by reason of
 6756 such prior interest holder liability, have interest holder
 6757 liability with respect to any interest holder liabilities that
 6758 arise after the conversion becomes effective.

6759 (4) A conversion does not require the converting eligible
 6760 entity to wind up its affairs and does not constitute or cause
 6761 the dissolution or termination of the entity.

6762 (5) Property held for charitable purposes under the laws
 6763 of this state by a domestic or foreign eligible entity
 6764 immediately before a conversion becomes effective may not, as a
 6765 result of the conversion, be diverted from the purposes for
 6766 which it was donated, granted, devised, or otherwise transferred
 6767 except and to the extent permitted by or pursuant to the laws of
 6768 this state addressing cy pres or dealing with nondiversion of
 6769 charitable assets.

6770 (6) Any bequest, devise, gift, grant, or promise contained
 6771 in a will or other instrument of donation, subscription, or
 6772 conveyance which is made to the converting eligible entity and
 6773 which takes effect or remains payable after the conversion
 6774 inures to the converted eligible entity.

6775 (7) A trust obligation that would govern property if

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6776 transferred to the converting eligible entity applies to
6777 property that is to be transferred to the converted eligible
6778 entity after the conversion becomes effective.

6779 Section 120. Section 617.2005, Florida Statutes, is
6780 amended to read:

6781 617.2005 Extinct churches and religious societies;
6782 dissolution.—Any church or religious society in this state which
6783 has ceased or failed to maintain religious worship or service,
6784 or to use its property for religious worship or services
6785 according to the tenets, usages, and customs of a church of the
6786 denomination of which it is a member in this state for the space
6787 of 2 consecutive years, or whose membership has so diminished in
6788 numbers or in financial strength as to render it impossible for
6789 such church or society to maintain religious worship or
6790 services, or to protect its property from exposure to waste and
6791 dilapidation for a period of 2 years, shall be extinct. Upon an
6792 action filed by a member of the church or religious society, the
6793 facts being established to the satisfaction of the circuit court
6794 in and for the county in which such church or society has been
6795 situated, an order of such court may be made dissolving the
6796 church or religious society and the property of such church or
6797 society, or the property which may be held in trust for such
6798 church or society, may by court order be transferred to and the
6799 title and possession thereof vested in the denomination of which
6800 such church or society was a member. A copy of the decree of

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6801 dissolution must ~~shall~~ be filed with the department ~~of State~~.

6802 Section 121. Section 617.2006, Florida Statutes, is

6803 amended to read:

6804 617.2006 Incorporation of labor unions or bodies.—

6805 (1) Any group or combination of groups of workers or wage
 6806 earners, bearing the name labor, organized labor, federation of
 6807 labor, brotherhood of labor, union labor, union labor committee,
 6808 trade union, trades union, union labor council, building trades
 6809 council, building trades union, allied trades union, central
 6810 labor body, central labor union, federated trades council, local
 6811 union, state union, national union, international union,
 6812 district labor council, district labor union, American
 6813 Federation of Labor, Florida Federation of Labor, or any
 6814 component parts or significant words of such terms, whether the
 6815 same be used in juxtaposition or with interspace, may be
 6816 incorporated under this chapter ~~act~~.

6817 (2) ~~(1)~~ In addition to the requirements of ss. 617.02011
 6818 and 617.0202, the articles of incorporation for a labor union or
 6819 body must ~~shall~~ set forth the necessity for the incorporation,
 6820 ~~shall~~ be subscribed to by not less than five persons, and ~~shall~~
 6821 be acknowledged by all of the subscribers, who shall also make
 6822 and subscribe to an oath, to be endorsed on the articles of
 6823 incorporation, that it is intended in good faith to carry out
 6824 the purposes and objects set forth in the articles of
 6825 incorporation. ~~The articles of incorporation shall be filed in~~

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6826 ~~the office of the clerk of the circuit court of the county in~~
6827 ~~which the labor union or body is organized, and the approval of~~
6828 ~~the judge of the circuit court shall be obtained.~~

6829 ~~(2) The subscribers of the articles of incorporation shall~~
6830 ~~give notice of their intention to obtain approval thereof by the~~
6831 ~~circuit judge. Such notice shall state the name of the judge,~~
6832 ~~the date the articles of incorporation will be presented, and~~
6833 ~~the general nature and necessity of the articles of~~
6834 ~~incorporation. Notice shall be published in a newspaper of~~
6835 ~~general circulation in the county in which the labor union or~~
6836 ~~body is organized at least once, or posted at the courthouse~~
6837 ~~door in counties having no newspapers, at least 10 days prior to~~
6838 ~~the date the articles of incorporation will be presented to the~~
6839 ~~judge.~~

6840 ~~(3) When presented to the judge, the articles of~~
6841 ~~incorporation shall be accompanied by a petition, signed and~~
6842 ~~sworn to by the subscribers, stating fully the aims and purposes~~
6843 ~~of such organization and the necessity therefor.~~

6844 ~~(4) Upon the filing of the articles of incorporation and~~
6845 ~~the petition, and the giving of such notice, the circuit judge~~
6846 ~~to whom such petition may be addressed shall, upon the date~~
6847 ~~stated in such notice, take testimony and inquire into the~~
6848 ~~admissions and purposes of such organization and the necessity~~
6849 ~~therefor, and upon such hearing, if the circuit judge shall be~~
6850 ~~satisfied that the allegations set forth in the petition and~~

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6851 ~~articles of incorporation have been substantiated, and shall~~
6852 ~~find that such organization will not be harmful to the community~~
6853 ~~in which it proposes to operate, or to the state, and that it is~~
6854 ~~intended in good faith to carry out the purposes and objects set~~
6855 ~~forth in the articles of incorporation, and that there is a~~
6856 ~~necessity therefor, the judge shall approve the articles of~~
6857 ~~incorporation and endorse his or her approval thereon. Upon the~~
6858 ~~filing of the articles of incorporation with its endorsements~~
6859 ~~thereupon with the Department of State and payment of the filing~~
6860 ~~fees specified in s. 617.0122, the subscribers and their~~
6861 ~~associates and successors shall be a corporation by the name~~
6862 ~~given.~~

6863 ~~(5) Any person may intervene by filing an answer to the~~
6864 ~~petition stating his or her reasons, if any, and be heard~~
6865 ~~thereon, why the circuit judge shall not approve the articles of~~
6866 ~~incorporation.~~

6867 ~~(6) The existence, amendment of the articles of~~
6868 ~~incorporation, and dissolution of any such corporation shall be~~
6869 ~~in accordance with this act.~~

6870 Section 122. Subsection (7) of section 39.8298, Florida
6871 Statutes, is amended to read:

6872 39.8298 Guardian ad Litem direct-support organization.—

6873 (7) LIMITS ON DIRECT-SUPPORT ORGANIZATION.—The direct-
6874 support organization shall not exercise any power under s.
6875 617.0302(11) or (15) ~~s. 617.0302(12) or (16)~~. No state employee

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6876 shall receive compensation from the direct-support organization
 6877 for service on the board of directors or for services rendered
 6878 to the direct-support organization.

6879 Section 123. Paragraph (a) of subsection (2) of section
 6880 381.00316, Florida Statutes, is amended to read:

6881 381.00316 Discrimination by governmental and business
 6882 entities based on health care choices; prohibition.—

6883 (2) As used in this section, the term:

6884 (a) "Business entity" has the same meaning as in s.
 6885 606.03. The term also includes a charitable organization as
 6886 defined in s. 496.404, a nonprofit corporation ~~not for profit~~ as
 6887 defined in s. 617.01401, or any other business operating in this
 6888 state.

6889 Section 124. Subsection (6) of section 605.1025, Florida
 6890 Statutes, is amended to read:

6891 605.1025 Articles of merger.—

6892 (6) A limited liability company is not required to deliver
 6893 articles of merger for filing pursuant to subsection (1) if the
 6894 limited liability company is named as a merging entity or
 6895 surviving entity in articles of merger or a certificate of
 6896 merger filed for the same merger in accordance with s. 607.1105,
 6897 ~~s. 617.1108~~, s. 620.2108(3), or s. 620.8918(3), and if such
 6898 articles of merger or certificate of merger substantially comply
 6899 with the requirements of this section. In such a case, the other
 6900 articles of merger or certificate of merger may also be used for

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6901 purposes of subsection (5).

6902 Section 125. Section 617.0102, Florida Statutes, is
6903 amended to read:

6904 617.0102 Reservation of power to amend or repeal.—The
6905 Legislature has the power to amend or repeal all or part of this
6906 chapter act at any time, and all domestic and foreign
6907 corporations subject to this chapter act shall be governed by
6908 the amendment or repeal.

6909 Section 126. Section 617.0121, Florida Statutes, is
6910 amended to read:

6911 617.0121 Forms.—

6912 (1) The department ~~of State~~ may prescribe and furnish on
6913 request forms for:

6914 (a) An application for certificate of status,

6915 (b) A foreign corporation's application for certificate of
6916 authority to conduct its affairs in the state,

6917 (c) A foreign corporation's application for certificate of
6918 withdrawal, and

6919 (d) The annual report, for which the department may
6920 prescribe the use of the uniform business report, pursuant to s.
6921 606.06.

6922
6923 If the department ~~of State~~ so requires, the use of these forms
6924 are shall be mandatory.

6925 (2) The department ~~of State~~ may prescribe and furnish on

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6926 request forms for other documents required or permitted to be
 6927 filed by this chapter act, but their use may ~~shall~~ not be
 6928 mandatory.

6929 Section 127. Section 617.0122, Florida Statutes, is
 6930 amended to read:

6931 617.0122 Fees for filing documents and issuing
 6932 certificates.—The department ~~of State~~ shall collect the
 6933 following fees on documents delivered to the department for
 6934 filing:

- 6935 (1) Articles of incorporation: \$35.
- 6936 (2) Application for registered name: \$87.50.
- 6937 (3) Application for renewal of registered name: \$87.50.
- 6938 (4) Corporation's statement of change of registered agent
 6939 or registered office or both if not included on the annual
 6940 report: \$35.
- 6941 (5) Designation of and acceptance by registered agent:
 6942 \$35.
- 6943 (6) Agent's statement of resignation from a corporation
 6944 that has not been dissolved: \$87.50.
- 6945 (7) Agent's statement of resignation from a dissolved
 6946 corporation or a composite statement of resignation from two or
 6947 more dissolved corporations pursuant to s. 617.05021(1)(b) ~~s.~~
 6948 ~~617.0502(2)(b)~~: \$35.
- 6949 (8) Amendment of articles of incorporation: \$35.
- 6950 (9) Restatement of articles of incorporation with

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6951 amendment of articles: \$35.
 6952 (10) Articles of merger for each party thereto: \$35.
 6953 (11) Articles of dissolution: \$35.
 6954 (12) Articles of revocation of dissolution: \$35.
 6955 (13) Application for reinstatement following
 6956 administrative dissolution: \$175.
 6957 (14) Application for certificate of authority to transact
 6958 business in this state by a foreign corporation: \$35.
 6959 (15) Application for amended certificate of authority:
 6960 \$35.
 6961 (16) Application for certificate of withdrawal by a
 6962 foreign corporation: \$35.
 6963 (17) Annual report: \$61.25.
 6964 (18) Articles of correction: \$35.
 6965 (19) Application for certificate of status: \$8.75.
 6966 (20) Certified copy of document: \$52.50.
 6967 (21) Serving as agent for substitute service of process:
 6968 \$87.50.
 6969 (22) Certificate of conversion of a limited agricultural
 6970 association to a domestic corporation: \$35.
 6971 (23) Any other document required or permitted to be filed
 6972 by this chapter: \$35.
 6973
 6974 Any citizen support organization that is required by rule of the
 6975 Department of Environmental Protection to be formed as a

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6976 nonprofit organization and is under contract with the Department
 6977 of Environmental Protection ~~department~~ is exempt from any fees
 6978 required for incorporation as a nonprofit organization, and the
 6979 Secretary of State may not assess any such fees if the citizen
 6980 support organization is certified by the Department of
 6981 Environmental Protection to the Secretary of State as being
 6982 under contract with the Department of Environmental Protection.

6983 Section 128. Section 617.0125, Florida Statutes, is
 6984 amended to read:

6985 617.0125 Filing duties of the department ~~of State~~.—

6986 (1) If a document delivered to the department for filing
 6987 satisfies the requirements of s. 617.01201, the department shall
 6988 file it.

6989 (2) The department files a document by stamping or
 6990 otherwise endorsing "filed," together with the Secretary of
 6991 State's official title and the date and time of receipt. After
 6992 filing a document, the department shall send a notice of the
 6993 filing to the electronic mail address on file for the domestic
 6994 or foreign corporation or its representative or send a copy of
 6995 the document to the mailing address of such corporation or its
 6996 representative. If the record changes the electronic mail
 6997 address of the domestic or foreign corporation, the department
 6998 must send such notice to the new electronic mail address and to
 6999 the most recent prior electronic mail address. If the record
 7000 changes the mailing address of the domestic or foreign

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7001 corporation, the department must send such notice to the new
7002 mailing address and to the most recent prior mailing address.

7003 (3) If the department refuses to file a document, it shall
7004 return it to the domestic or foreign corporation or its
7005 representative within 15 days after the document was received
7006 for filing, together with a brief, written explanation of the
7007 reason for refusal.

7008 (4) The department's duty to file documents under this
7009 section is ministerial. The filing or refusing to file a
7010 document does not:

7011 (a) Affect the validity or invalidity of the document in
7012 whole or part;

7013 (b) Relate to the correctness or incorrectness of
7014 information contained in the document; or

7015 (c) Create a presumption that the document is valid or
7016 invalid or that information contained in the document is correct
7017 or incorrect.

7018 (5) If not otherwise provided by law and ~~the provisions of~~
7019 this chapter ~~act~~, the department shall determine, by rule, the
7020 appropriate format for, number of copies of, manner of execution
7021 of, method of electronic transmission of, and amount of and
7022 method of payment of fees for, any document placed under its
7023 jurisdiction.

7024 Section 129. Section 617.02011, Florida Statutes, is
7025 amended to read:

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7026 617.02011 Incorporators.—One or more persons may act as
7027 the incorporator or incorporators of a corporation by delivering
7028 articles of incorporation to the department ~~of State~~ for filing.

7029 Section 130. Subsection (2) of section 617.0203, Florida
7030 Statutes, is amended to read:

7031 617.0203 Incorporation.—

7032 (2) The department's ~~Department of State's~~ filing of the
7033 articles of incorporation, and the original recorded charter or
7034 certified copy of the charter of a corporation which has not
7035 been reincorporated under s. 617.0901, is conclusive proof that
7036 the incorporators satisfied all conditions precedent to
7037 incorporation and that the corporation has been incorporated
7038 under this chapter ~~act~~, except in a proceeding by the state to
7039 cancel or revoke the incorporation or involuntarily dissolve the
7040 corporation.

7041 Section 131. Subsection (2) of section 617.0205, Florida
7042 Statutes, is amended to read:

7043 617.0205 Organizational meeting of directors.—

7044 (2) Action required or permitted by this chapter ~~act~~ to be
7045 taken by incorporators or directors at an organizational meeting
7046 may be taken without a meeting if the action taken is evidenced
7047 by one or more written consents describing the action taken and
7048 signed by each incorporator or director.

7049 Section 132. Section 617.0301, Florida Statutes, is
7050 amended to read:

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7051 617.0301 Purposes and application.—Corporations may be
 7052 organized under this chapter act for any lawful purpose or
 7053 purposes not for pecuniary profit and not specifically
 7054 prohibited to corporations under other laws of this state. Such
 7055 purposes include, without limitation, charitable, benevolent,
 7056 ~~eleemosynary,~~ educational, historical, civic, patriotic,
 7057 political, religious, social, fraternal, literary, cultural,
 7058 athletic, scientific, agricultural, horticultural, animal
 7059 husbandry, and professional, commercial, industrial, or trade
 7060 association purposes. If special provisions are made, by law,
 7061 for the organization of designated classes of nonprofit
 7062 corporations ~~not for profit~~, such corporations must ~~shall~~ be
 7063 formed under such provisions and not under this chapter act.

7064 Section 133. Subsection (2) of section 617.0504, Florida
 7065 Statutes, is amended to read:

7066 617.0504 Serving process, giving notice, or making a
 7067 demand on a corporation.—

7068 (2) Any notice to or demand on a corporation made pursuant
 7069 to this chapter act may be made to the chair of the board, the
 7070 president, any vice president, the secretary, the treasurer, the
 7071 registered agent of the corporation at the registered office of
 7072 the corporation in this state, or any address in this state that
 7073 is in fact the principal office of the corporation in this
 7074 state.

7075 Section 134. Section 617.0806, Florida Statutes, is

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7076 amended to read:

7077 617.0806 Staggered terms for directors.—The articles of
7078 incorporation or bylaws may provide that directors be divided
7079 into classes. Each director shall hold office for the term to
7080 which such director ~~he or she~~ is elected or appointed and until
7081 such director's ~~his or her~~ successor has been elected or
7082 appointed and qualified or until such director's ~~his or her~~
7083 earlier resignation, removal from office, or death.

7084 Section 135. Subsection (4) of section 617.0824, Florida
7085 Statutes, is amended to read:

7086 617.0824 Quorum and voting.—

7087 (4) A director of a corporation who is present at a
7088 meeting of the board of directors or a committee of the board of
7089 directors when corporate action is taken is deemed to have
7090 assented to the action taken unless:

7091 (a) The director objects, at the beginning of the meeting
7092 or promptly upon such director's ~~his or her~~ arrival, to holding
7093 the meeting or transacting specified affairs at the meeting; or

7094 (b) The director votes against or abstains from the action
7095 taken.

7096 Section 136. Subsections (3), (4), and (7) of section
7097 617.0825, Florida Statutes, are amended to read:

7098 617.0825 Board committees and advisory committees.—

7099 (3) To the extent provided by the board of directors in a
7100 resolution or in the articles of incorporation or the bylaws of

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7101 the corporation, each such committee has ~~shall have~~ and may
 7102 exercise powers and authority of the board of directors, except
 7103 that ~~no~~ such committee does not ~~shall~~ have the power or
 7104 authority to:

7105 (a) Approve or recommend to members actions or proposals
 7106 required by this chapter ~~act~~ to be approved by members.

7107 (b) Fill vacancies on the board of directors or any
 7108 committee thereof.

7109 (c) Adopt, amend, or repeal the bylaws.

7110 (4) Unless the articles of incorporation or the bylaws
 7111 provide otherwise, ss. 617.0820, 617.0823, and 617.0824 ~~ss.~~
 7112 ~~617.0820, 617.0822, 617.0823, and 617.0824~~, which govern
 7113 meetings, ~~notice and~~ waiver of notice, and quorum and voting
 7114 requirements of the board of directors, apply to committees and
 7115 their members as well.

7116 (7) ~~Neither~~ The designation of any such committee, the
 7117 delegation thereto of authority, or ~~nor~~ action by such committee
 7118 pursuant to such authority does not ~~shall~~ alone constitute
 7119 compliance by any member of the board of directors not a member
 7120 of the committee in question with such member's ~~his or her~~
 7121 responsibility to act in good faith, in a manner such member ~~he~~
 7122 ~~or she~~ reasonably believes to be in the best interests of the
 7123 corporation, and with such care as an ordinarily prudent person
 7124 in a like position would use under similar circumstances.

7125 Section 137. Section 617.0831, Florida Statutes, is

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7126 amended to read:

7127 617.0831 Indemnification and liability of officers,
 7128 directors, employees, and agents.— Sections ~~Except as provided~~
 7129 ~~in s. 617.0834, s. 607.0831 and ss. 607.0850-607.0859~~ apply to a
 7130 corporation organized under this chapter ~~act~~ and a rural
 7131 electric cooperative organized under chapter 425. Any reference
 7132 to "directors" in those sections includes the directors,
 7133 managers, or trustees of a corporation organized under this
 7134 chapter ~~act~~ or of a rural electric cooperative organized under
 7135 chapter 425. However, the term "director" as used in s. 607.0831
 7136 and ss. 607.0850-607.0859 does not include a director appointed
 7137 by the developer to the board of directors of a condominium
 7138 association under chapter 718, a cooperative association under
 7139 chapter 719, a homeowners' association defined in s. 720.301, or
 7140 a timeshare managing entity under chapter 721. Any reference to
 7141 "shareholders" in those sections includes members of a
 7142 corporation organized under this chapter ~~act~~ and members of a
 7143 rural electric cooperative organized under chapter 425.

7144 Section 138. Section 617.0901, Florida Statutes, is
 7145 amended to read:

7146 617.0901 Reincorporation.—

7147 (1) Any corporation which has a charter approved by a
 7148 circuit judge under former chapter 617, Florida Statutes (1989),
 7149 or a charter granted by the Legislature of this state, on or
 7150 prior to September 1, 1959, the effective date of chapter 59-

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7151 427, Laws of Florida, may reincorporate under this chapter act
 7152 by filing with the department ~~of State~~ a copy of its charter and
 7153 all amendments thereto, certified by the clerk of the circuit
 7154 court of the county wherein recorded, as to charters and
 7155 amendments granted by circuit judges, and by the department ~~of~~
 7156 ~~State~~, as to legislative charters, together with a certificate
 7157 containing the provisions required in original articles of
 7158 incorporation by s. 617.0202, and accepting ~~the provisions of~~
 7159 this chapter act.

7160 (2) A certificate of reincorporation must be executed in
 7161 accordance with s. 617.01201, and it must show that its issuance
 7162 was duly authorized by a meeting of its members regularly
 7163 called, or if there are no members entitled to vote on
 7164 reincorporation, by a meeting of its board of directors. Upon
 7165 the filing of a certificate of reincorporation in accordance
 7166 with s. 617.01201, the corporation is ~~shall be~~ deemed to be
 7167 incorporated under this chapter act and the certificate
 7168 constitutes ~~shall constitute~~ its articles of incorporation.

7169 (3) The corporation shall then be entitled to and be
 7170 possessed of all the privileges, franchises, and powers as if
 7171 originally incorporated under this chapter act, and all the
 7172 properties, rights, and privileges belonging to the corporation
 7173 before ~~prior to~~ reincorporation, which were acquired by gift,
 7174 grant, conveyance, assignment, or otherwise are hereby ratified,
 7175 approved, confirmed, and assured to the corporation with like

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7176 effect and to all intents and purposes as if they had been
 7177 originally acquired pursuant to incorporation under this chapter
 7178 ~~act~~. However, any corporation reincorporating under this chapter
 7179 is ~~act shall be~~ subject to all the contracts, duties, and
 7180 obligations resting upon the corporation before ~~prior to~~
 7181 reincorporation or to which the corporation is ~~shall then be~~ in
 7182 any way liable.

7183 Section 139. Subsection (2) of section 617.1008, Florida
 7184 Statutes, is amended to read:

7185 617.1008 Amendment pursuant to reorganization.—

7186 (2) The individual or individuals designated by the court
 7187 shall deliver to the department ~~of State~~ for filing articles of
 7188 amendment setting forth:

7189 (a) The name of the corporation;

7190 (b) The text of each amendment approved by the court;

7191 (c) The date of the court's order or decree approving the
 7192 articles of amendment;

7193 (d) The title of the reorganization proceeding in which
 7194 the order or decree was entered; and

7195 (e) A statement that the court had jurisdiction of the
 7196 proceeding under federal or state law.

7197 Section 140. Section 617.1009, Florida Statutes, is
 7198 amended to read:

7199 617.1009 Effect of amendment.—An amendment to articles of
 7200 incorporation does not affect a cause of action existing against

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7201 or in favor of the corporation, a proceeding to which the
 7202 corporation is a party, or the existing rights of persons other
 7203 than members of the corporation. An amendment changing a
 7204 corporation's name does not affect ~~abate~~ a proceeding brought by
 7205 or against the corporation in its former name.

7206 Section 141. Subsection (3) of section 617.1404, Florida
 7207 Statutes, is amended to read:

7208 617.1404 Revocation of dissolution.—

7209 (3) After the revocation of dissolution is authorized, the
 7210 corporation may revoke the dissolution by delivering to the
 7211 department ~~of State~~ for filing articles of revocation of
 7212 dissolution, together with a copy of its articles of
 7213 dissolution, that set forth:

7214 (a) The name of the corporation;

7215 (b) The effective date of the dissolution that was
 7216 revoked;

7217 (c) The date that the revocation of dissolution was
 7218 authorized;

7219 (d) If the corporation's board of directors revoked a
 7220 dissolution authorized by the members, a statement that
 7221 revocation was permitted by action by the board of directors
 7222 alone pursuant to that authorization; and

7223 (e) If member action was required to revoke the
 7224 dissolution, the information required by s. 617.1403(1)(b) or
 7225 (c), whichever is applicable.

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7226 Section 142. Subsection (1) of section 617.1422, Florida
 7227 Statutes, is amended, and subsection (4) of that section is
 7228 reenacted, to read:

7229 617.1422 Reinstatement following administrative
 7230 dissolution.—

7231 (1) A corporation administratively dissolved under s.
 7232 617.1421 may apply to the department for reinstatement at any
 7233 time after the effective date of dissolution. The corporation
 7234 must submit a reinstatement form prescribed and furnished by the
 7235 department or a current uniform business annual report signed by
 7236 a registered agent and an officer or director and submit all
 7237 fees owed by the corporation and computed at the rate provided
 7238 by law at the time the corporation applies for reinstatement.

7239 (4) The name of the dissolved corporation is not available
 7240 for assumption or use by another corporation until 1 year after
 7241 the effective date of dissolution unless the dissolved
 7242 corporation provides the department with an affidavit executed
 7243 pursuant to s. 617.01201 authorizing the immediate assumption or
 7244 use of the name by another corporation.

7245 Section 143. Subsections (2) and (3) of section 617.1423,
 7246 Florida Statutes, are amended to read:

7247 617.1423 Appeal from denial of reinstatement.—

7248 (2) After exhaustion of administrative remedies, the
 7249 corporation may appeal the denial of reinstatement to the
 7250 appropriate court as provided in s. 120.68 within 30 days after

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7251 service of the notice of denial is perfected. The corporation
 7252 appeals by petitioning the court to set aside the dissolution
 7253 and attaching to the petition copies of the department's
 7254 ~~department of State's~~ certificate of dissolution, the
 7255 corporation's application for reinstatement, and the
 7256 department's notice of denial.

7257 (3) The court may summarily order the department ~~of State~~
 7258 to reinstate the dissolved corporation or may take other action
 7259 the court considers appropriate.

7260 Section 144. Subsection (1) of section 617.1501, Florida
 7261 Statutes, is amended to read:

7262 617.1501 Authority of foreign corporation to conduct
 7263 affairs required.—

7264 (1) A foreign corporation may not conduct its affairs in
 7265 this state until it obtains a certificate of authority from the
 7266 department ~~of State~~.

7267 Section 145. Subsection (2) of section 617.1510, Florida
 7268 Statutes, is amended to read:

7269 617.1510 Serving process, giving notice, or making a
 7270 demand on a foreign corporation.—

7271 (2) Any notice to or demand on a foreign corporation made
 7272 pursuant to this chapter ~~act~~ may be made in accordance with the
 7273 procedures for notice to or demand on domestic corporations
 7274 under s. 617.0504.

7275 Section 146. Section 617.1606, Florida Statutes, is

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7276 amended to read:

7277 617.1606 Access to records.—Sections 617.1601-617.16051

7278 ~~617.1601-617.1605~~ do not apply to a corporation that is an

7279 association, as defined in s. 720.301, or a corporation

7280 regulated under chapter 718 or chapter 719.

7281 Section 147. Paragraphs (a), (b), (d), and (e) of

7282 subsection (1) of section 617.1623, Florida Statutes, are

7283 amended, to read:

7284 617.1623 Corporate information available to the public;

7285 application to corporations incorporated by circuit courts and

7286 by special act of the Legislature.—

7287 (1) (a) Each corporation incorporated in this state shall

7288 maintain a registered agent and registered office in accordance

7289 with s. 617.0501, and current information regarding the

7290 corporations incorporated in this state must ~~shall~~ be readily

7291 available to the public. At a minimum, such information must

7292 include the text of the charter or articles of incorporation and

7293 all amendments thereto, the name of the corporation, the date of

7294 incorporation, the street address of the principal office of the

7295 corporation, the corporation's federal employer identification

7296 number, the name and business street address of each officer,

7297 the name and business street address of each director, the name

7298 of its registered agent, and the street address of its

7299 registered office.

7300 (b) Any corporation which has a charter approved by a

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7301 circuit judge under former chapter 617, Florida Statutes 1989,
 7302 or a charter granted by the Legislature on or before September
 7303 1, 1959, the effective date of chapter 59-427, Laws of Florida,
 7304 must file with the department ~~of State~~, not later than July 1,
 7305 1992, a copy of its charter and all amendments thereto,
 7306 certified by the clerk of the circuit court of the county
 7307 wherein recorded, together with a registration containing the
 7308 provisions required in paragraph (a), as to charters and
 7309 amendments granted by circuit judges, and by the department ~~of~~
 7310 ~~State~~, as to legislative charters, and the corporation
 7311 thereafter is ~~shall be~~ subject to the requirements of ss.
 7312 617.0501 and 617.1622.

7313 (d) Any corporation dissolved pursuant to paragraph (c)
 7314 shall be reinstated upon application to the department ~~of State~~,
 7315 signed by an officer or director thereof, accompanied by a copy
 7316 of its charter and all amendments thereto, certified by the
 7317 clerk of the circuit court of the county wherein recorded, as to
 7318 charters and amendments granted by circuit judges, and by the
 7319 department ~~of State~~, as to legislative charters, together with a
 7320 registration containing the provisions required in paragraph
 7321 (a), and the payment of all fees due from the time of
 7322 dissolution computed at the rate provided by law at the time the
 7323 corporation applies for reinstatement.

7324 (e) Whenever the application for reinstatement is approved
 7325 and filed by the department ~~of State~~, the corporate existence is

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7326 ~~shall be~~ deemed to have continued without interruption from the
 7327 date of dissolution. The reinstatement terminates any personal
 7328 liability of the directors, officers, or agents of the
 7329 corporation incurred on account of actions taken during the
 7330 period between dissolution and reinstatement. Upon
 7331 reinstatement, the corporation is ~~shall be~~ subject to the
 7332 requirements of ss. 617.0501 and 617.1622.

7333 Section 148. Section 617.1701, Florida Statutes, is
 7334 amended to read:

7335 617.1701 Application to existing domestic corporation.—
 7336 This chapter ~~act~~ applies to all domestic corporations in
 7337 existence on July 1, 1991, that were incorporated under any
 7338 general statute of this state providing for incorporation of
 7339 nonprofit corporations ~~not for profit~~ if power to amend or
 7340 repeal the statute under which the corporation was incorporated
 7341 was reserved.

7342 Section 149. Section 617.1702, Florida Statutes, is
 7343 amended to read:

7344 617.1702 Application to qualified foreign corporations.—A
 7345 foreign corporation authorized to conduct its affairs in this
 7346 state on July 1, 1991, is subject to this chapter ~~act~~ but is not
 7347 required to obtain a new certificate of authority to conduct its
 7348 affairs under this chapter ~~act~~.

7349 Section 150. Subsection (2) of section 617.1703, Florida
 7350 Statutes, is amended to read:

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7351 617.1703 Application of chapter.—

7352 (2) Sections ~~The provisions of ss. 617.0605-617.0608~~ do

7353 not apply to corporations regulated by any of the foregoing

7354 chapters or to any other corporation where membership in the

7355 corporation is required pursuant to a document recorded in the

7356 county's official ~~county property~~ records.

7357 Section 151. Section 617.1711, Florida Statutes, is

7358 amended to read:

7359 617.1711 Application to foreign and interstate commerce.—

7360 ~~The provisions of~~ This chapter applies ~~act apply~~ to commerce

7361 with foreign nations and among the several states only insofar

7362 as such commerce may be permitted under the Constitution and

7363 laws of the United States.

7364 Section 152. Section 617.1808, Florida Statutes, is

7365 amended to read:

7366 617.1808 Application of chapter ~~act~~ to corporation

7367 converted to nonprofit corporation ~~not for profit~~. ~~All the~~

7368 ~~provisions of~~ This chapter ~~act~~ relating to corporations ~~not for~~

7369 ~~profit~~, except insofar as they are inconsistent with ss.

7370 617.1804-617.18046, apply ~~ss. 617.1805, 617.1806, and 617.1807,~~

7371 ~~shall be applicable~~ to any for profit corporation whose

7372 character has been changed under ss. 617.1804-617.18046 ~~ss.~~

7373 ~~617.1805, 617.1806, and 617.1807~~ and shall henceforth govern

7374 such corporation.

7375 Section 153. Section 617.1809, Florida Statutes, is

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7376 amended to read:

7377 617.1809 Limited agricultural association; conversion to a
7378 domestic corporation ~~not for profit~~.

7379 (1) As used in this section, the term "limited
7380 agricultural association" or "association" means a limited
7381 agricultural association formed under ss. 604.09-604.14.

7382 (2) A limited agricultural association may convert to a
7383 domestic corporation ~~not for profit~~ by filing the following
7384 documents with the department in accordance with s. 617.01201:

7385 (a) A certificate of conversion, which must be executed by
7386 a person authorized in s. 617.01201(6) and such other persons
7387 that may be required in the association's articles of
7388 association or bylaws.

7389 (b) Articles of incorporation, which must comply with s.
7390 617.0202 and be executed by a person authorized in s.
7391 617.01201(6).

7392 (3) The certificate of conversion must include:

7393 (a) The date upon which the association was initially
7394 formed under ss. 604.09-604.14.

7395 (b) The name of the association immediately before filing
7396 the certificate of conversion.

7397 (c) The name of the domestic corporation as set forth in
7398 its articles of incorporation.

7399 (d) The effective date of the conversion. If the
7400 conversion does not take effect upon filing the certificate of

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7401 conversion and articles of incorporation, the delayed effective
 7402 date for the conversion, subject to the limitation in s.
 7403 617.0123(1) ~~s. 617.0123(2)~~, must be a date certain and the same
 7404 as the effective date of the articles of incorporation.

7405 (4) When the certificate of conversion and articles of
 7406 incorporation are filed with the department, or upon the delayed
 7407 effective date, the association is converted to the domestic
 7408 corporation, and the corporation becomes subject to this
 7409 chapter. However, notwithstanding s. 617.0123, the existence of
 7410 the corporation is deemed to have commenced when the association
 7411 was initially formed under ss. 604.09-604.14.

7412 (5) Conversion of a limited agricultural association to a
 7413 domestic corporation does not affect any obligation or liability
 7414 of the association that was incurred before the conversion.

7415 (6) When a conversion takes effect under this section, all
 7416 rights, privileges, and powers of the converting association,
 7417 all property, real, personal, and mixed, and all debts due to
 7418 the association, as well as all other assets and causes of
 7419 action belonging to the association, are vested in the domestic
 7420 corporation to which the association is converted and are the
 7421 property of the corporation as they were of the association. The
 7422 title to any real property that is vested by deed or otherwise
 7423 in the converting association does not revert and is not
 7424 impaired by the operation of this chapter, but all rights of
 7425 creditors and all liens upon any property of the association are

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7426 preserved unimpaired, and all debts, liabilities, and duties of
7427 the association attach to the domestic corporation and are
7428 enforceable against it to the same extent as if the debts,
7429 liabilities, and duties had been incurred or contracted by the
7430 corporation.

7431 (7) The limited agricultural association is not required
7432 to wind up its affairs or pay its liabilities and distribute its
7433 assets. Conversion does not constitute a dissolution of the
7434 association but is a continuation of the association's existence
7435 in the form of the domestic corporation.

7436 (8) Before a limited agricultural association may file a
7437 certificate of conversion with the department, unless otherwise
7438 specified in the association's articles of association or
7439 bylaws, the conversion must be approved by a majority vote of
7440 the association's members, and the articles of incorporation
7441 must be approved by the same authorization required for approval
7442 of the conversion. As part of the approval, the converting
7443 association may provide a plan or other record of conversion
7444 which describes the manner and basis of converting the
7445 membership interests in the association into membership
7446 interests in the domestic corporation. The plan or other record
7447 may also contain other provisions relating to the conversion,
7448 including, but not limited to, the right of the converting
7449 association to abandon the proposed conversion or an effective
7450 date for the conversion that is consistent with paragraph

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7451 (3) (d) .

7452 Section 154. Section 617.1904, Florida Statutes, is
7453 amended to read:

7454 617.1904 Estoppel.—A ~~No~~ body of persons acting as a
7455 corporation may not ~~shall~~ be permitted to set up the lack of
7456 legal organization as a defense to an action against them as a
7457 corporation, nor may ~~shall~~ any person sued on a contract made
7458 with the corporation or sued for an injury to its property or a
7459 wrong done to its interests be permitted to set up the lack of
7460 such legal organization in such person's ~~his or her~~ defense.

7461 Section 155. Subsection (2) of section 617.1907, Florida
7462 Statutes, is amended to read:

7463 617.1907 Effect of repeal or amendment of prior acts.—

7464 (2) If a penalty or punishment imposed for violation of a
7465 statute repealed or amended by this chapter is reduced by this
7466 chapter act, the penalty or punishment if not already imposed
7467 shall be imposed in accordance with this chapter.

7468 Section 156. Section 617.1908, Florida Statutes, is
7469 amended to read:

7470 617.1908 Applicability of Florida Business Corporation
7471 Act.—Except as made applicable by specific reference in any
7472 other section of this chapter, part I of chapter 607, the
7473 Florida Business Corporation Act, does not apply to any
7474 nonprofit corporations ~~not for profit~~.

7475 Section 157. Section 617.2001, Florida Statutes, is

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7476 amended to read:

7477 617.2001 Corporations which may be incorporated hereunder;
7478 incorporation of certain medical services corporations.—

7479 (1) Corporations may be organized and incorporated under
7480 this chapter ~~aet~~ for any one or more lawful purposes not for
7481 pecuniary profit. However, nonprofit corporations ~~not for profit~~
7482 which may be incorporated under any other law of this state
7483 governing particular types of corporations may not be
7484 incorporated under this chapter ~~aet~~.

7485 (2) A nonprofit corporation ~~not for profit~~ organized
7486 before ~~prior to~~ December 1, 1987, pursuant to ~~the provisions of~~
7487 chapter 85-56, Laws of Florida, or to ~~the provisions of~~ s. 2,
7488 chapter 87-296, Laws of Florida, may conduct the practice of
7489 medicine, conduct programs of medical education, and carry on
7490 major medical research efforts.

7491 Section 158. Section 617.2002, Florida Statutes, is
7492 amended to read:

7493 617.2002 Nonprofit corporation ~~not for profit~~ organized
7494 pursuant to s. 2, ch. 87-296; requirements.—A nonprofit
7495 corporation ~~not for profit~~ organized pursuant to ~~the provisions~~
7496 ~~of~~ s. 2, chapter 87-296, Laws of Florida, must meet the
7497 following requirements:

7498 (1) At least 25 percent of its physicians must have a
7499 full-time contract for the provision of medical services with
7500 the corporation, be currently certified as specialists by the

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7501 appropriate American specialty boards accredited by the Council
 7502 on Medical Education of the American Medical Association, and
 7503 have clinical privileges at one or more hospitals in this state.

7504 (2) A hospital owned by a corporation organized pursuant
 7505 to s. 2, chapter 87-296, Laws of Florida, must provide Medicaid
 7506 and charity care.

7507 Section 159. Section 617.2003, Florida Statutes, is
 7508 amended to read:

7509 617.2003 Proceedings to revoke articles of incorporation
 7510 or charter or prevent its use.—If any member or citizen
 7511 complains to the Department of Legal Affairs that any
 7512 corporation organized under this chapter ~~act~~ was organized or is
 7513 being used as a cover to evade any of the laws against crime, or
 7514 for purposes inconsistent with those stated in its articles of
 7515 incorporation or charter, or that an officer or director of a
 7516 corporation has participated in a sale or transaction that is
 7517 affected by a conflict of interest or from which the officer or
 7518 director ~~he or she~~ derived an improper personal benefit, either
 7519 directly or indirectly, and submits ~~shall submit~~ prima facie
 7520 evidence to sustain such charge, together with sufficient money
 7521 to cover court costs and expenses, the department shall
 7522 institute and in due course prosecute to final judgment such
 7523 legal or equitable proceedings as may be considered advisable
 7524 either to revoke the articles of incorporation or charter, to
 7525 prevent its improper use, or to recover on behalf of the

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7526 corporation or its unknown beneficiaries any profits improperly
 7527 received by the corporation or its officers or directors.

7528 Section 160. Section 617.2007, Florida Statutes, is
 7529 amended to read:

7530 617.2007 Sponge packing and marketing corporations.—
 7531 Persons engaged in the business of buying, selling, packing, and
 7532 marketing commercial sponges may incorporate under this chapter
 7533 ~~aet~~ to aid in facilitating the orderly cooperative buying,
 7534 selling, packing, and marketing of commercial sponges. Such
 7535 association is not a combination in restraint of trade or an
 7536 illegal monopoly or an attempt to lessen competition or fix
 7537 prices arbitrarily, and any marketing contract or agreement by
 7538 the corporation and its members, or the exercise of any power
 7539 granted by this chapter ~~aet~~ is not illegal or in restraint of
 7540 trade.

7541 Section 161. Section 617.2101, Florida Statutes, is
 7542 amended to read:

7543 617.2101 Corporation authorized to act as trustee.—Any
 7544 corporation, organized under this chapter ~~aet~~, may act as
 7545 trustee of property whenever the corporation has either a
 7546 beneficial, contingent, or remainder interest in such property.
 7547 Any corporation may accept and hold the legal title to property,
 7548 the beneficial interest of which is owned by any other
 7549 ~~eleemosynary institution or~~ nonprofit corporation or fraternal,
 7550 benevolent, charitable, or religious society or association.

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7551 Section 162. Subsection (1) of section 617.221, Florida
7552 Statutes, is amended to read:

7553 617.221 Membership associations.—

7554 (1) As used in this section, the term "membership
7555 association" means a nonprofit ~~not-for-profit~~ corporation,
7556 including a department or division of such corporation, the
7557 majority of whose board members are constitutional officers who,
7558 pursuant to s. 1001.32(2), operate, control, and supervise
7559 public entities that receive annual state appropriations through
7560 a statutorily defined formulaic allocation that is funded and
7561 prescribed annually in the General Appropriations Act or the
7562 substantive bill implementing the annual appropriations act. The
7563 term does not include a labor organization as defined in s.
7564 447.02 or an entity funded through the Justice Administrative
7565 Commission.

7566 Section 163. Subsection (3) of section 620.2108, Florida
7567 Statutes, is amended to read:

7568 620.2108 Filings required for merger; effective date.—

7569 (3) Each constituent limited partnership shall deliver the
7570 certificate of merger for filing in the Department of State
7571 unless the constituent limited partnership is named as a party
7572 or constituent organization in articles of merger or a
7573 certificate of merger filed for the same merger in accordance
7574 with ~~s. 605.1025~~, s. 607.1105, s. 617.1108, or s. 620.8918(1)
7575 and (2) and such articles of merger or certificate of merger

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7576 substantially complies with the requirements of this section. In
 7577 such a case, the other articles of merger or certificate of
 7578 merger may also be used for purposes of s. 620.2109(3).

7579 Section 164. Subsection (3) of section 620.8918, Florida
 7580 Statutes, is amended to read:

7581 620.8918 Filings required for merger; effective date.—

7582 (3) Each domestic constituent partnership shall deliver
 7583 the certificate of merger for filing with the Department of
 7584 State, unless the domestic constituent partnership is named as a
 7585 party or constituent organization in articles of merger or a
 7586 certificate of merger filed for the same merger in accordance
 7587 with s. 605.1025, s. 607.1105, ~~s. 617.1108~~, or s. 620.2108(3).
 7588 The articles of merger or certificate of merger must
 7589 substantially comply with the requirements of this section. In
 7590 such a case, the other articles of merger or certificate of
 7591 merger may also be used for purposes of s. 620.8919(3). Each
 7592 domestic constituent partnership in the merger shall also file a
 7593 registration statement in accordance with s. 620.8105(1) if it
 7594 does not have a currently effective registration statement filed
 7595 with the Department of State.

7596 Section 165. Paragraph (b) of subsection (1) and
 7597 subsections (5), (8), and (9) of section 628.910, Florida
 7598 Statutes, are amended to read:

7599 628.910 Incorporation options and requirements.—

7600 (1) A pure captive insurance company may be:

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7601 (b) Incorporated as a public benefit, mutual benefit, or
 7602 religious nonprofit corporation with members in accordance with
 7603 the Florida Nonprofit ~~Not For Profit~~ Corporation Act.

7604 (5) The articles of incorporation, the certificate issued
 7605 pursuant to this section, and the organization fees required by
 7606 the Florida Business Corporation Act or the Florida Nonprofit
 7607 ~~Not For Profit~~ Corporation Act, as applicable, must be
 7608 transmitted to the Secretary of State, who must record the
 7609 articles of incorporation and the certificate.

7610 (8) A captive insurance company formed as a corporation or
 7611 a nonprofit corporation, pursuant to ~~the provisions of this~~
 7612 chapter, has the privileges and is subject to the ~~provisions of~~
 7613 ~~the~~ general corporation law, including the Florida Nonprofit ~~Not~~
 7614 ~~For Profit~~ Corporation Act for nonprofit corporations, as
 7615 applicable, as well as the applicable provisions contained in
 7616 this chapter. If a conflict occurs between a ~~provision of the~~
 7617 general corporation law, including the Florida Nonprofit ~~Not For~~
 7618 ~~Profit~~ Corporation Act for nonprofit corporations, as
 7619 applicable, and a ~~provision of~~ this chapter, the latter
 7620 controls. The provisions of this title pertaining to mergers,
 7621 consolidations, conversions, mutualizations, and
 7622 redomestications apply in determining the procedures to be
 7623 followed by a captive insurance company in carrying out any of
 7624 the transactions described in such provisions, except that the
 7625 office may waive or modify the requirements for public notice

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7626 and hearing in accordance with rules the office may adopt
 7627 addressing categories of transactions. If a notice of public
 7628 hearing is required, but no one requests a hearing, the office
 7629 may cancel the hearing.

7630 (9) The articles of incorporation or bylaws of a captive
 7631 insurance company may authorize a quorum of a board of directors
 7632 to consist of no fewer than one-third of the fixed or prescribed
 7633 number of directors as provided for by the Florida Business
 7634 Corporation Act or the Florida Nonprofit ~~Not For Profit~~
 7635 Corporation Act.

7636 Section 166. Paragraph (a) of subsection (2) of section
 7637 768.38, Florida Statutes, is amended to read:

7638 768.38 Liability protections for COVID-19-related claims.—

7639 (2) As used in this section, the term:

7640 (a) "Business entity" has the same meaning as provided in
 7641 s. 606.03. The term also includes a charitable organization as
 7642 defined in s. 496.404 and a nonprofit corporation ~~not for profit~~
 7643 as defined in s. 617.01401.

7644 Section 167. Paragraph (f) of subsection (15) of section
 7645 893.055, Florida Statutes, is amended to read:

7646 893.055 Prescription drug monitoring program.—

7647 (15) The department may establish a direct-support
 7648 organization to provide assistance, funding, and promotional
 7649 support for the activities authorized for the prescription drug
 7650 monitoring program.

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7651 (f) The direct-support organization may not exercise any
 7652 power under s. 617.0302(11) or (15) ~~s. 617.0302(12) or (16)~~.

7653 Section 168. Section 617.07401, Florida Statutes, is
 7654 repealed.

7655 Section 169. Section 617.0822, Florida Statutes, is
 7656 repealed.

7657 Section 170. Section 617.1108, Florida Statutes, is
 7658 repealed.

7659 Section 171. Section 617.1301, Florida Statutes, is
 7660 repealed.

7661 Section 172. Section 617.1302, Florida Statutes, is
 7662 repealed.

7663 Section 173. Section 617.1531, Florida Statutes, is
 7664 repealed.

7665 Section 174. Section 617.1533, Florida Statutes, is
 7666 repealed.

7667 Section 175. Section 617.1803, Florida Statutes, is
 7668 repealed.

7669 Section 176. Section 617.1805, Florida Statutes, is
 7670 repealed.

7671 Section 177. Section 617.1806, Florida Statutes, is
 7672 repealed.

7673 Section 178. Section 617.1807, Florida Statutes, is
 7674 repealed.

7675 Section 179. Section 617.2102, Florida Statutes, is

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7676 repealed.

7677 Section 180. For the purpose of incorporating the
7678 amendment made by this act to sections 617.01201 and 617.1006,
7679 Florida Statutes, in references thereto, subsection (3) of
7680 section 617.1007, Florida Statutes, is reenacted to read:

7681 617.1007 Restated articles of incorporation.—

7682 (3) A corporation restating its articles of incorporation
7683 shall deliver to the department for filing articles of
7684 restatement, executed in accordance with s. 617.01201, setting
7685 forth the name of the corporation and the text of the restated
7686 articles of incorporation together with a certificate setting
7687 forth:

7688 (a) Whether the restatement contains an amendment to the
7689 articles of incorporation requiring member approval and, if it
7690 does not, that the board of directors adopted the restatement;
7691 or

7692 (b) If the restatement contains an amendment to the
7693 articles of incorporation requiring member approval, the
7694 information required by s. 617.1006.

7695 Section 181. For the purpose of incorporating the
7696 amendment made by this act to section 617.0302, Florida
7697 Statutes, in a reference thereto, paragraph (a) of subsection
7698 (5) of section 295.21, Florida Statutes, is reenacted to read:

7699 295.21 Florida Is For Veterans, Inc.—

7700 (5) POWERS.—In addition to the powers and duties

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7701 prescribed in chapter 617 and the articles and bylaws adopted
 7702 thereunder, the board of directors may:

7703 (a) Make and enter into contracts and other instruments
 7704 necessary or convenient for the exercise of its powers and
 7705 functions. However, notwithstanding s. 617.0302, the corporation
 7706 may not issue bonds.

7707
 7708 The credit of the State of Florida may not be pledged on behalf
 7709 of the corporation.

7710 Section 182. For the purpose of incorporating the
 7711 amendment made by this act to section 617.0830, Florida
 7712 Statutes, in a reference thereto, paragraph (b) of subsection
 7713 (4) of section 409.987, Florida Statutes, is reenacted to read:

7714 409.987 Lead agency procurement; boards; conflicts of
 7715 interest.—

7716 (4) In order to serve as a lead agency, an entity must:

7717 (b) Be governed by a board of directors or a board
 7718 committee composed of board members. Board members shall provide
 7719 oversight and ensure accountability and transparency for the
 7720 system of care. The board of directors shall provide fiduciary
 7721 oversight to prevent conflicts of interest, promote
 7722 accountability and transparency, and protect state and federal
 7723 funding from misuse. The board of directors shall act in
 7724 accordance with s. 617.0830. The membership of the board of
 7725 directors or board committee must be described in the bylaws or

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7726 articles of incorporation of each lead agency, which must
7727 provide that at least 75 percent of the membership of the board
7728 of directors or board committee must be composed of persons
7729 residing in this state, and at least 51 percent of the state
7730 residents on the board of directors must reside within the
7731 service area of the lead agency. The lead agency shall ensure
7732 that board members participate in annual training related to
7733 their responsibilities. The department shall set forth minimum
7734 training criteria in the contracts with the lead agencies.
7735 However, for procurements of lead agency contracts initiated on
7736 or after July 1, 2014:

7737 1. At least 75 percent of the membership of the board of
7738 directors must be composed of persons residing in this state,
7739 and at least 51 percent of the membership of the board of
7740 directors must be composed of persons residing within the
7741 service area of the lead agency. If a board committee governs
7742 the lead agency, 100 percent of its membership must be composed
7743 of persons residing within the service area of the lead agency.

7744 2. The powers of the board of directors or board committee
7745 include, but are not limited to, approving the lead agency's
7746 budget and setting the lead agency's operational policy and
7747 procedures. A board of directors must additionally have the
7748 power to hire the lead agency's executive director, unless a
7749 board committee governs the lead agency, in which case the board
7750 committee must have the power to confirm the selection of the

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7751 | lead agency's executive director.

7752 | Section 183. For the purpose of incorporating the
7753 | amendment made by this act to section 617.0830, Florida
7754 | Statutes, in a reference thereto, subsection (1) of section
7755 | 718.1265, Florida Statutes, is reenacted to read:

7756 | 718.1265 Association emergency powers.—

7757 | (1) To the extent allowed by law, unless specifically
7758 | prohibited by the declaration of condominium, the articles, or
7759 | the bylaws of an association, and consistent with s. 617.0830,
7760 | the board of administration, in response to damage or injury
7761 | caused by or anticipated in connection with an emergency, as
7762 | defined in s. 252.34(4), for which a state of emergency is
7763 | declared pursuant to s. 252.36 in the locale in which the
7764 | condominium is located, may exercise the following powers:

7765 | (a) Conduct board meetings, committee meetings, elections,
7766 | and membership meetings, in whole or in part, by telephone,
7767 | real-time videoconferencing, or similar real-time electronic or
7768 | video communication with notice given as is practicable. Such
7769 | notice may be given in any practicable manner, including
7770 | publication, radio, United States mail, the Internet, electronic
7771 | transmission, public service announcements, and conspicuous
7772 | posting on the condominium property or association property or
7773 | any other means the board deems reasonable under the
7774 | circumstances. Notice of decisions also may be communicated as
7775 | provided in this paragraph.

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- 7776 (b) Cancel and reschedule any association meeting.
- 7777 (c) Name as assistant officers persons who are not
7778 directors, which assistant officers shall have the same
7779 authority as the executive officers to whom they are assistants
7780 during the state of emergency to accommodate the incapacity or
7781 unavailability of any officer of the association.
- 7782 (d) Relocate the association's principal office or
7783 designate alternative principal offices.
- 7784 (e) Enter into agreements with local counties and
7785 municipalities to assist counties and municipalities with debris
7786 removal.
- 7787 (f) Implement a disaster plan or an emergency plan before,
7788 during, or following the event for which a state of emergency is
7789 declared which may include, but is not limited to, shutting down
7790 or off elevators; electricity; water, sewer, or security
7791 systems; or air conditioners.
- 7792 (g) Based upon advice of emergency management officials or
7793 public health officials, or upon the advice of licensed
7794 professionals retained by or otherwise available to the board,
7795 determine any portion of the condominium property or association
7796 property unavailable for entry or occupancy by unit owners,
7797 family members, tenants, guests, agents, or invitees to protect
7798 the health, safety, or welfare of such persons.
- 7799 (h) Require the evacuation of the condominium property in
7800 the event of an evacuation order in the locale in which the

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7801 condominium is located. If a unit owner or other occupant of a
7802 condominium fails or refuses to evacuate the condominium
7803 property or association property for which the board has
7804 required evacuation, the association is immune from liability or
7805 injury to persons or property arising from such failure or
7806 refusal.

7807 (i) Based upon advice of emergency management officials or
7808 public health officials, or upon the advice of licensed
7809 professionals retained by or otherwise available to the board,
7810 determine whether the condominium property, association
7811 property, or any portion thereof can be safely inhabited,
7812 accessed, or occupied. However, such determination is not
7813 conclusive as to any determination of habitability pursuant to
7814 the declaration.

7815 (j) Mitigate further damage, injury, or contagion,
7816 including taking action to contract for the removal of debris
7817 and to prevent or mitigate the spread of fungus or contagion,
7818 including, but not limited to, mold or mildew, by removing and
7819 disposing of wet drywall, insulation, carpet, cabinetry, or
7820 other fixtures on or within the condominium property, even if
7821 the unit owner is obligated by the declaration or law to insure
7822 or replace those fixtures and to remove personal property from a
7823 unit.

7824 (k) Contract, on behalf of any unit owner or owners, for
7825 items or services for which the owners are otherwise

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7826 individually responsible, but which are necessary to prevent
7827 further injury, contagion, or damage to the condominium property
7828 or association property. In such event, the unit owner or owners
7829 on whose behalf the board has contracted are responsible for
7830 reimbursing the association for the actual costs of the items or
7831 services, and the association may use its lien authority
7832 provided by s. 718.116 to enforce collection of the charges.
7833 Without limitation, such items or services may include the
7834 drying of units, the boarding of broken windows or doors, the
7835 replacement of damaged air conditioners or air handlers to
7836 provide climate control in the units or other portions of the
7837 property, and the sanitizing of the condominium property or
7838 association property, as applicable.

7839 (l) Regardless of any provision to the contrary and even
7840 if such authority does not specifically appear in the
7841 declaration of condominium, articles, or bylaws of the
7842 association, levy special assessments without a vote of the
7843 owners.

7844 (m) Without unit owners' approval, borrow money and pledge
7845 association assets as collateral to fund emergency repairs and
7846 carry out the duties of the association when operating funds are
7847 insufficient. This paragraph does not limit the general
7848 authority of the association to borrow money, subject to such
7849 restrictions as are contained in the declaration of condominium,
7850 articles, or bylaws of the association.

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7851 Section 184. For the purpose of incorporating the
 7852 amendment made by this act to section 617.0830, Florida
 7853 Statutes, in a reference thereto, subsection (1) of section
 7854 719.128, Florida Statutes, is reenacted to read:

7855 719.128 Association emergency powers.—

7856 (1) To the extent allowed by law, unless specifically
 7857 prohibited by the cooperative documents, and consistent with s.
 7858 617.0830, the board of administration, in response to damage or
 7859 injury caused by or anticipated in connection with an emergency,
 7860 as defined in s. 252.34(4), for which a state of emergency is
 7861 declared pursuant to s. 252.36 in the area encompassed by the
 7862 cooperative, may exercise the following powers:

7863 (a) Conduct board meetings, committee meetings, elections,
 7864 or membership meetings, in whole or in part, by telephone, real-
 7865 time videoconferencing, or similar real-time electronic or video
 7866 communication after notice of the meetings and board decisions
 7867 is provided in as practicable a manner as possible, including
 7868 via publication, radio, United States mail, the Internet,
 7869 electronic transmission, public service announcements,
 7870 conspicuous posting on the cooperative property, or any other
 7871 means the board deems appropriate under the circumstances.
 7872 Notice of decisions may also be communicated as provided in this
 7873 paragraph.

7874 (b) Cancel and reschedule an association meeting.

7875 (c) Designate assistant officers who are not directors. If

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7876 | the executive officer is incapacitated or unavailable, the
 7877 | assistant officer has the same authority during the state of
 7878 | emergency as the executive officer he or she assists.

7879 | (d) Relocate the association's principal office or
 7880 | designate an alternative principal office.

7881 | (e) Enter into agreements with counties and municipalities
 7882 | to assist counties and municipalities with debris removal.

7883 | (f) Implement a disaster or an emergency plan before,
 7884 | during, or following the event for which a state of emergency is
 7885 | declared, which may include turning on or shutting off
 7886 | elevators; electricity; water, sewer, or security systems; or
 7887 | air conditioners for association buildings.

7888 | (g) Based upon the advice of emergency management
 7889 | officials or public health officials, or upon the advice of
 7890 | licensed professionals retained by or otherwise available to the
 7891 | board of administration, determine any portion of the
 7892 | cooperative property unavailable for entry or occupancy by unit
 7893 | owners or their family members, tenants, guests, agents, or
 7894 | invitees to protect their health, safety, or welfare.

7895 | (h) Based upon the advice of emergency management
 7896 | officials or public health officials, or upon the advice of
 7897 | licensed professionals retained by or otherwise available to the
 7898 | board of administration, determine whether the cooperative
 7899 | property or any portion thereof can be safely inhabited or
 7900 | occupied. However, such determination is not conclusive as to

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7901 any determination of habitability pursuant to the cooperative
7902 documents.

7903 (i) Require the evacuation of the cooperative property in
7904 the event of an evacuation order in the area in which the
7905 cooperative is located or prohibit or restrict access to the
7906 cooperative property in the event of a public health threat. If
7907 a unit owner or other occupant of a cooperative fails or refuses
7908 to evacuate the cooperative property for which the board has
7909 required evacuation, the association is immune from liability
7910 for injury to persons or property arising from such failure or
7911 refusal.

7912 (j) Mitigate further damage, injury, or contagion,
7913 including taking action to contract for the removal of debris
7914 and to prevent or mitigate the spread of fungus, including mold
7915 or mildew, by removing and disposing of wet drywall, insulation,
7916 carpet, cabinetry, or other fixtures on or within the
7917 cooperative property, regardless of whether the unit owner is
7918 obligated by the cooperative documents or law to insure or
7919 replace those fixtures and to remove personal property from a
7920 unit or to sanitize the cooperative property.

7921 (k) Contract, on behalf of a unit owner, for items or
7922 services for which the owner is otherwise individually
7923 responsible, but which are necessary to prevent further injury,
7924 contagion, or damage to the cooperative property. In such event,
7925 the unit owner on whose behalf the board has contracted is

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7926 responsible for reimbursing the association for the actual costs
 7927 of the items or services, and the association may use its lien
 7928 authority provided by s. 719.108 to enforce collection of the
 7929 charges. Such items or services may include the drying of the
 7930 unit, the boarding of broken windows or doors, the replacement
 7931 of a damaged air conditioner or air handler to provide climate
 7932 control in the unit or other portions of the property, and the
 7933 sanitizing of the cooperative property.

7934 (l) Notwithstanding a provision to the contrary, and
 7935 regardless of whether such authority does not specifically
 7936 appear in the cooperative documents, levy special assessments
 7937 without a vote of the owners.

7938 (m) Without unit owners' approval, borrow money and pledge
 7939 association assets as collateral to fund emergency repairs and
 7940 carry out the duties of the association if operating funds are
 7941 insufficient. This paragraph does not limit the general
 7942 authority of the association to borrow money, subject to such
 7943 restrictions contained in the cooperative documents.

7944 Section 185. For the purpose of incorporating the
 7945 amendment made by this act to section 617.0830, Florida
 7946 Statutes, in a reference thereto, subsection (1) of section
 7947 720.316, Florida Statutes, is reenacted to read:

7948 720.316 Association emergency powers.—

7949 (1) To the extent allowed by law, unless specifically
 7950 prohibited by the declaration or other recorded governing

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7951 documents, and consistent with s. 617.0830, the board of
7952 directors, in response to damage or injury caused by or
7953 anticipated in connection with an emergency, as defined in s.
7954 252.34(4), for which a state of emergency is declared pursuant
7955 to s. 252.36 in the area encompassed by the association, may
7956 exercise the following powers:

7957 (a) Conduct board meetings, committee meetings, elections,
7958 or membership meetings, in whole or in part, by telephone, real-
7959 time videoconferencing, or similar real-time electronic or video
7960 communication after notice of the meetings and board decisions
7961 is provided in as practicable a manner as possible, including
7962 via publication, radio, United States mail, the Internet,
7963 electronic transmission, public service announcements,
7964 conspicuous posting on the common area, or any other means the
7965 board deems appropriate under the circumstances. Notice of
7966 decisions may also be communicated as provided in this
7967 paragraph.

7968 (b) Cancel and reschedule an association meeting.

7969 (c) Designate assistant officers who are not directors. If
7970 the executive officer is incapacitated or unavailable, the
7971 assistant officer has the same authority during the state of
7972 emergency as the executive officer he or she assists.

7973 (d) Relocate the association's principal office or
7974 designate an alternative principal office.

7975 (e) Enter into agreements with counties and municipalities

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7976 to assist counties and municipalities with debris removal.

7977 (f) Implement a disaster or an emergency plan before,

7978 during, or following the event for which a state of emergency is

7979 declared, which may include, but is not limited to, turning on

7980 or shutting off elevators; electricity; water, sewer, or

7981 security systems; or air conditioners for association buildings.

7982 (g) Based upon the advice of emergency management

7983 officials or public health officials, or upon the advice of

7984 licensed professionals retained by or otherwise available to the

7985 board, determine any portion of the common areas or facilities

7986 unavailable for entry or occupancy by owners or their family

7987 members, tenants, guests, agents, or invitees to protect their

7988 health, safety, or welfare.

7989 (h) Based upon the advice of emergency management

7990 officials or public health officials or upon the advice of

7991 licensed professionals retained by or otherwise available to the

7992 board, determine whether the common areas or facilities can be

7993 safely inhabited, accessed, or occupied. However, such

7994 determination is not conclusive as to any determination of

7995 habitability pursuant to the declaration.

7996 (i) Mitigate further damage, injury, or contagion,

7997 including taking action to contract for the removal of debris

7998 and to prevent or mitigate the spread of fungus, including mold

7999 or mildew, by removing and disposing of wet drywall, insulation,

8000 carpet, cabinetry, or other fixtures on or within the common

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8001 areas or facilities or sanitizing the common areas or
 8002 facilities.

8003 (j) Notwithstanding a provision to the contrary, and
 8004 regardless of whether such authority does not specifically
 8005 appear in the declaration or other recorded governing documents,
 8006 levy special assessments without a vote of the owners.

8007 (k) Without owners' approval, borrow money and pledge
 8008 association assets as collateral to fund emergency repairs and
 8009 carry out the duties of the association if operating funds are
 8010 insufficient. This paragraph does not limit the general
 8011 authority of the association to borrow money, subject to such
 8012 restrictions contained in the declaration or other recorded
 8013 governing documents.

8014 Section 186. For the purpose of incorporating the
 8015 amendment made by this act to section 617.0832, Florida
 8016 Statutes, in a reference thereto, subsections (2) and (5) of
 8017 section 718.3027, Florida Statutes, are reenacted to read:

8018 718.3027 Conflicts of interest.—

8019 (2) If a director or an officer, or a relative of a
 8020 director or an officer, proposes to engage in an activity that
 8021 is a conflict of interest, as described in subsection (1), the
 8022 proposed activity must be listed on, and all contracts and
 8023 transactional documents related to the proposed activity must be
 8024 attached to, the meeting agenda. The association shall comply
 8025 with the requirements of s. 617.0832, and the disclosures

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8026 required by s. 617.0832 shall be entered into the written
8027 minutes of the meeting. Approval of the contract or other
8028 transaction requires an affirmative vote of two-thirds of all
8029 other directors present. At the next regular or special meeting
8030 of the members, the existence of the contract or other
8031 transaction shall be disclosed to the members. Upon motion of
8032 any member, the contract or transaction shall be brought up for
8033 a vote and may be canceled by a majority vote of the members
8034 present. If the contract is canceled, the association is only
8035 liable for the reasonable value of the goods and services
8036 provided up to the time of cancellation and is not liable for
8037 any termination fee, liquidated damages, or other form of
8038 penalty for such cancellation.

8039 (5) A contract entered into between a director or an
8040 officer, or a relative of a director or an officer, and the
8041 association, which is not a timeshare condominium association,
8042 that has not been properly disclosed as a conflict of interest
8043 or potential conflict of interest as required by this section or
8044 s. 617.0832 is voidable and terminates upon the filing of a
8045 written notice terminating the contract with the board of
8046 directors which contains the consent of at least 20 percent of
8047 the voting interests of the association.

8048 Section 187. For the purpose of incorporating the
8049 amendment made by this act to sections 617.0832 and 617.0834,
8050 Florida Statutes, in references thereto, paragraphs (a) and (b)

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8051 of subsection (2) and subsection (3) of section 720.3033,
 8052 Florida Statutes, are reenacted to read:
 8053 720.3033 Officers and directors.—
 8054 (2) If the association enters into a contract or other
 8055 transaction with any of its directors or a corporation, firm,
 8056 association that is not an affiliated homeowners' association,
 8057 or other entity in which an association director is also a
 8058 director or officer or is financially interested, the board
 8059 must:
 8060 (a) Comply with the requirements of s. 617.0832.
 8061 (b) Enter the disclosures required by s. 617.0832 into the
 8062 written minutes of the meeting.
 8063 (3) An officer, a director, or a manager may not solicit,
 8064 offer to accept, or accept a kickback. As used in this
 8065 subsection, the term "kickback" means any thing or service of
 8066 value for which consideration has not been provided for an
 8067 officer's, a director's, or a manager's benefit or for the
 8068 benefit of a member of his or her immediate family from any
 8069 person providing or proposing to provide goods or services to
 8070 the association. An officer, a director, or a manager who
 8071 knowingly solicits, offers to accept, or accepts a kickback
 8072 commits a felony of the third degree, punishable as provided in
 8073 s. 775.082, s. 775.083, or s. 775.084, and is subject to
 8074 monetary damages under s. 617.0834. If the board finds that an
 8075 officer or a director has violated this subsection, the board

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8076 | must immediately remove the officer or director from office. The
 8077 | vacancy shall be filled according to law until the end of the
 8078 | officer's or director's term of office. However, an officer, a
 8079 | director, or a manager may accept food to be consumed at a
 8080 | business meeting with a value of less than \$25 per individual or
 8081 | a service or good received in connection with trade fairs or
 8082 | education programs.

8083 | Section 188. For the purpose of incorporating the
 8084 | amendment made by this act to section 617.0834, Florida
 8085 | Statutes, in a reference thereto, paragraph (a) of subsection
 8086 | (13) of section 721.13, Florida Statutes, is reenacted to read:

8087 | 721.13 Management.—

8088 | (13) (a) Notwithstanding any provisions of chapter 607,
 8089 | chapter 617, or chapter 718, an officer, director, or agent of
 8090 | an owners' association, including a timeshare management firm
 8091 | and any individual licensed under part VIII of chapter 468
 8092 | employed by the timeshare management firm, shall discharge its
 8093 | duties in good faith, with the care an ordinarily prudent person
 8094 | in a like position would exercise under similar circumstances,
 8095 | and in a manner it reasonably believes to be in the interests of
 8096 | the owners' association. An officer, director, or agent of an
 8097 | owners' association, including a timeshare management firm and
 8098 | any individual licensed under part VIII of chapter 468 employed
 8099 | by the timeshare management firm, is exempt from liability for
 8100 | monetary damages in the same manner as provided in s. 617.0834

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8101 unless such officer, director, agent, or firm breached or failed
 8102 to perform its duties and the breach of, or failure to perform,
 8103 its duties constitutes a violation of criminal law as provided
 8104 in s. 617.0834; constitutes a transaction from which the officer
 8105 or director derived an improper personal benefit, either
 8106 directly or indirectly; or constitutes recklessness or an act or
 8107 omission that was in bad faith, with malicious purpose, or in a
 8108 manner exhibiting wanton and willful disregard of human rights,
 8109 safety, or property.

8110 Section 189. For the purpose of incorporating the
 8111 amendment made by this act to sections 617.0830 and 617.0834,
 8112 Florida Statutes, in references thereto, paragraph (d) of
 8113 subsection (1) of section 718.111, Florida Statutes, is
 8114 reenacted to read:

8115 718.111 The association.—

8116 (1) CORPORATE ENTITY.—

8117 (d) As required by s. 617.0830, an officer, director, or
 8118 agent shall discharge his or her duties in good faith, with the
 8119 care an ordinarily prudent person in a like position would
 8120 exercise under similar circumstances, and in a manner he or she
 8121 reasonably believes to be in the interests of the association.
 8122 An officer, director, or agent shall be liable for monetary
 8123 damages as provided in s. 617.0834 if such officer, director, or
 8124 agent breached or failed to perform his or her duties and the
 8125 breach of, or failure to perform, his or her duties constitutes

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8126 a violation of criminal law as provided in s. 617.0834;
8127 constitutes a transaction from which the officer or director
8128 derived an improper personal benefit, either directly or
8129 indirectly; or constitutes recklessness or an act or omission
8130 that was in bad faith, with malicious purpose, or in a manner
8131 exhibiting wanton and willful disregard of human rights, safety,
8132 or property. Forgery of a ballot envelope or voting certificate
8133 used in a condominium association election is punishable as
8134 provided in s. 831.01, the theft or embezzlement of funds of a
8135 condominium association is punishable as provided in s. 812.014,
8136 and the destruction of or the refusal to allow inspection or
8137 copying of an official record of a condominium association that
8138 is accessible to unit owners within the time periods required by
8139 general law in furtherance of any crime is punishable as
8140 tampering with physical evidence as provided in s. 918.13 or as
8141 obstruction of justice as provided in chapter 843. An officer or
8142 director charged by information or indictment with a crime
8143 referenced in this paragraph must be removed from office, and
8144 the vacancy shall be filled as provided in s. 718.112(2)(d)2.
8145 until the end of the officer's or director's period of
8146 suspension or the end of his or her term of office, whichever
8147 occurs first. If a criminal charge is pending against the
8148 officer or director, he or she may not be appointed or elected
8149 to a position as an officer or a director of any association and
8150 may not have access to the official records of any association,

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8151 | except pursuant to a court order. However, if the charges are
8152 | resolved without a finding of guilt, the officer or director
8153 | must be reinstated for the remainder of his or her term of
8154 | office, if any.

8155 | Section 190. This act shall take effect July 1, 2026.